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SPECIAL DOUBLE-SIZED 150TH ISSUE!
X-MEN
VS. MAGNETO!
'NUFF SAID!
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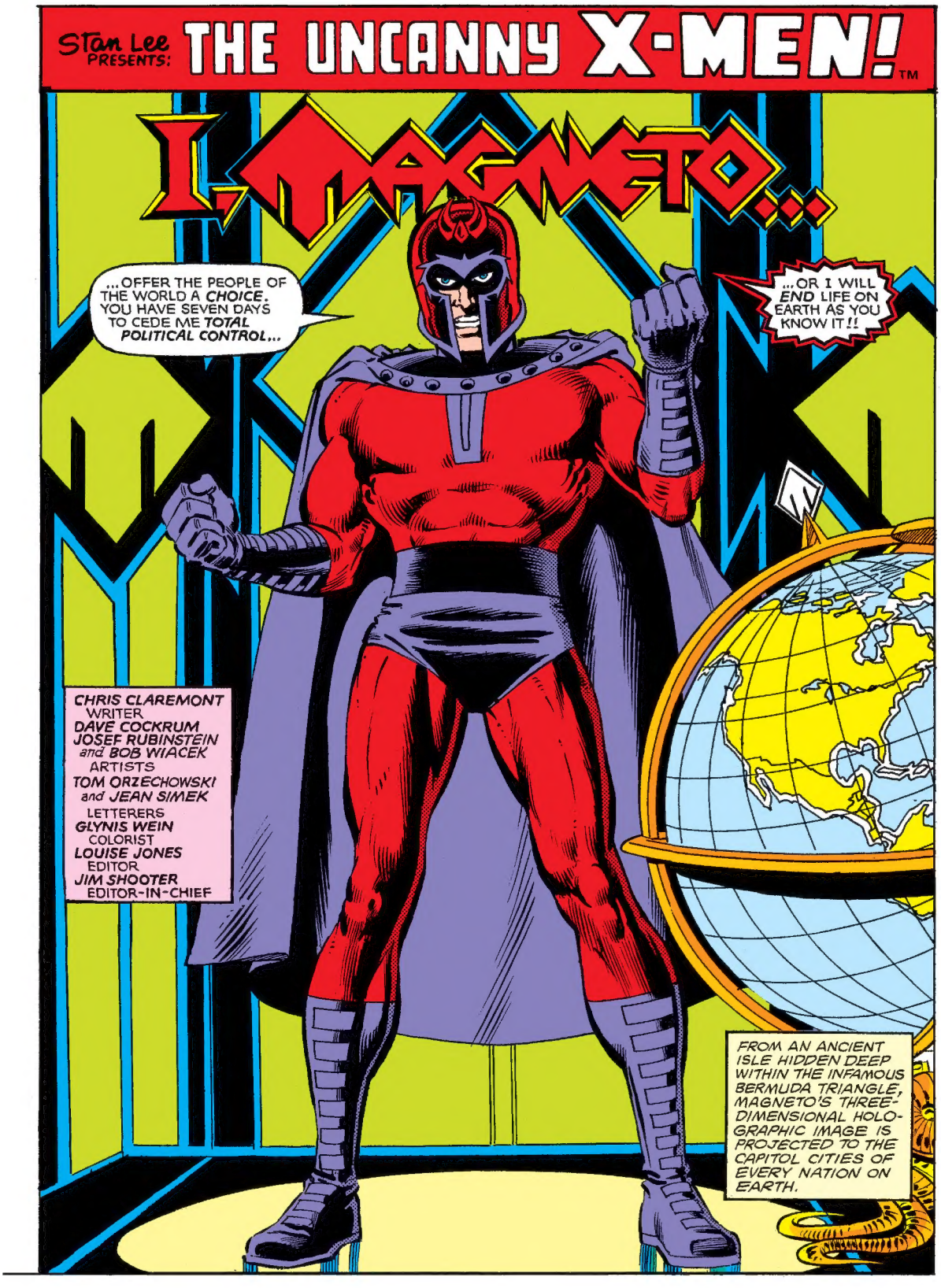

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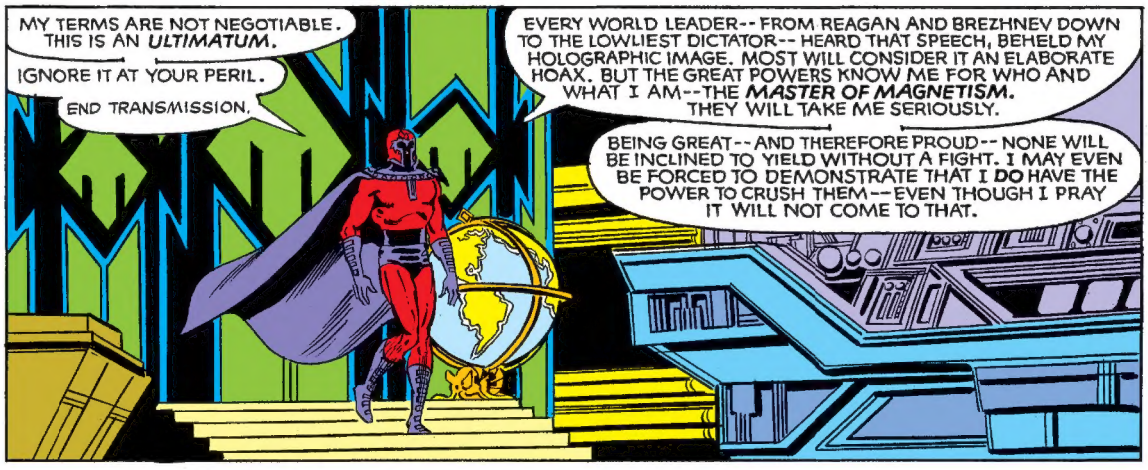
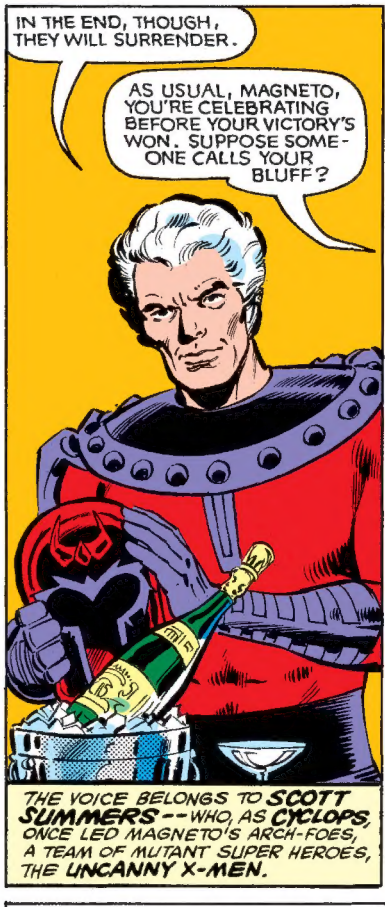
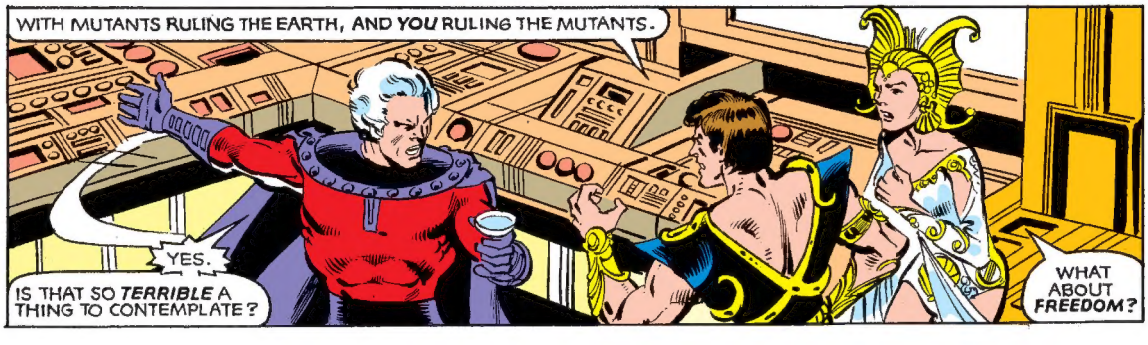
THE WHITE HOUSE, WASHINGTON, DC...
I AM A MUTANT-- HOMO SUPERIOR-- POSSESSING POWERS AND ABILITIES THAT SET ME APART, AND ABOVE, COMMON HUMANITY.
BECAUSE WE ARE DIFFERENT...
TO DOWNING STREET, LONDON...
... I AND MY FELLOW MUTANTS HAVE BEEN HUNTED DOWN AND SLAIN LIKE WILD ANIMALS. THOSE KILLINGS WILL STOP.
ALL KILLING WILL STOP.
THE KREMLIN, MOSCOW...
THE NUCLEAR POWERS HAVE THE CAPABILITY OF EXPUNGING ALL LIFE FROM THIS PLANET. DAILY, THE RISK OF SUCH A HOLOCAUST INCREASES, YET THE LEADERS OF THOSE NATIONS SEEM NOT TO CARE.
INDEED, SOME VIEW NUCLEAR WAR AS INEVITABLE.
THE GREAT HALL OF THE PEOPLE, PEKING...
SOME HAVE THE AUDACITY...
...TO VIEW SUCH A CONFLICT AS DESIRABLE. YOU ARE WELCOME TO EXTERMINATE YOURSELVES, IF YOU WISH.
THE PALACE, RIYADH, SAUDI ARABIA...
BUT IN THE PROCESS, YOU MIGHT DESTROY MY PEOPLE AS WELL. THAT I WILL NOT ALLOW.
WITHIN THE WEEK, ALL THE WORLD'S NATIONS WILL INITIATE COMPLETE DISARMAMENT OF THEIR NUCLEAR AND CONVENTIONAL WEAPONRY.
THE PRESIDENT'S HOUSE, NAIROBI, KENYA...
ANY STATE WHICH REFUSES TO COMPLY WITH THESE TERMS WILL BE DESTROYED.
ANY FOOLISH ENOUGH TO OPEN HOSTILITIES WITH ME WILL NOT SURVIVE TO REGRET IT.


MY TERMS ARE NOT NEGOTIABLE. THIS IS AN ULTIMATUM.
IGNORE IT AT YOUR PERIL.
END TRANSMISSION.
EVERY WORLD LEADER-- FROM REAGAN AND BREZHNEV DOWN TO THE LOWLIEST DICTATOR-- HEARD THAT SPEECH, BEHELD MY HOLOGRAPHIC IMAGE. MOST WILL CONSIDER IT AN ELABORATE HOAX. BUT THE GREAT POWERS KNOW ME FOR WHO AND WHAT I AM--THE MASTER OF MAGNETISM. THEY WILL TAKE ME SERIOUSLY.
BEING GREAT--AND THEREFORE PROUD--NONE WILL BE INCLINED TO YIELD WITHOUT A FIGHT. I MAY EVEN BE FORCED TO DEMONSTRATE THAT I DO HAVE THE POWER TO CRUSH THEM--EVEN THOUGH I PRAY IT WILL NOT COME TO THAT.

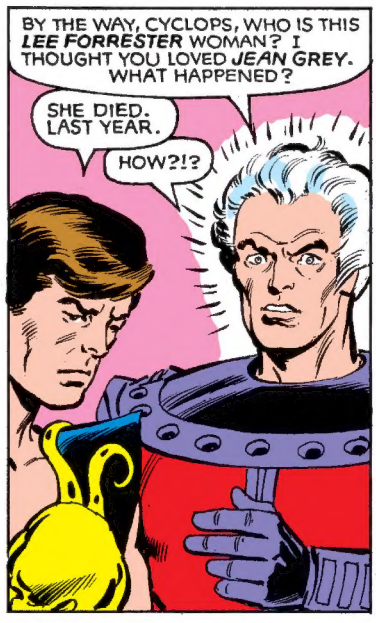

IN THE END, THOUGH, THEY WILL SURRENDER.
AS USUAL, MAGNETO, YOU'RE CELEBRATING BEFORE YOUR VICTORY'S WON. SUPPOSE SOMEONE CALLS YOUR BLUFF?
THE VOICE BELONGS TO SCOTT SUMMERS--WHO, AS CYCLOPS, ONCE LED MAGNETO'S ARCH-FOES, A TEAM OF MUTANT SUPER HEROES, THE UNCANNY X-MEN.

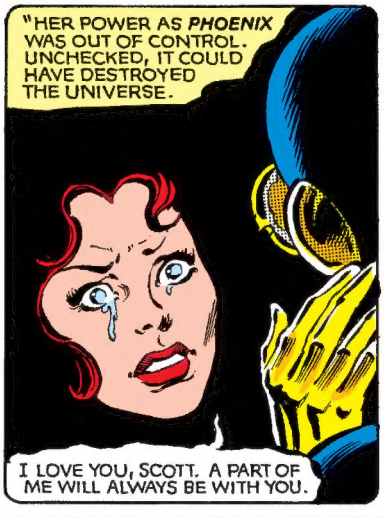
BY HIS SIDE STANDS ALEYTYS FORRESTER, SKIPPER OF THE FISHING TRAWLER ARCADIA, SCOTT'S BOSS AND FRIEND. ALTHOUGH MAGNETO CALLS THEM HIS "GUESTS," THEY ARE IN TRUTH HIS PRISONERS.
YOU SHOULD KNOW ME BETTER THAN THAT, CYCLOPS. I DO NOT BLUFF.
WHY? WHY ARE YOU DOING THIS?!
TO MAKE THE WORLD SAFE FOR MUTANTKIND.
YES, CYCLOPS. THAT'S PRECISELY WHY!
THE NATIONS OF THE WORLD SPEND OVER A TRILLION DOLLARS A YEAR ON ARMAMENTS. I INTEND TO DENY THEM THAT INDULGENCE. THE MONEY AND ENERGY DEVOTED NOW TO WAR WILL BE TURNED INSTEAD TO THE ERADICATION OF HUNGER, DISEASE, POVERTY.
I OFFER A GOLDEN AGE, THE LIKE OF WHICH HUMANITY HAS NEVER IMAGINED!

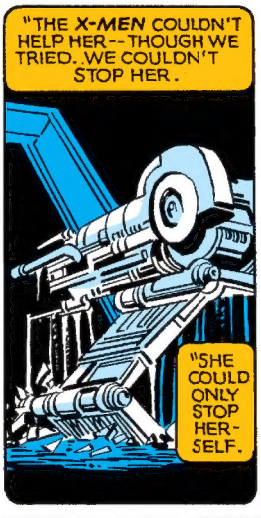

WITH MUTANTS RULING THE EARTH, AND YOU RULING THE MUTANTS.
YES.
IS THAT SO TERRIBLE A THING TO CONTEMPLATE?
WHAT ABOUT FREEDOM?

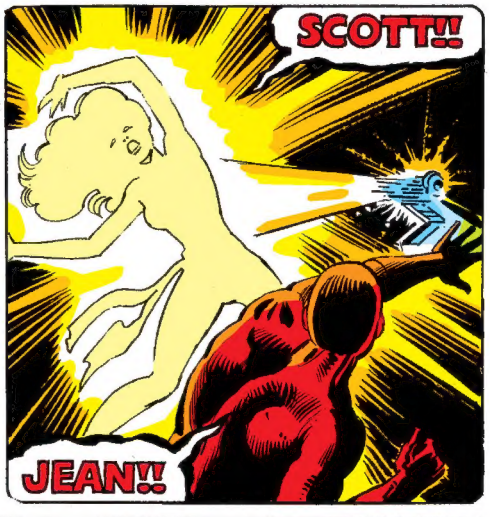
FREEDOM, Ms. FORRESTER? THERE ARE MORE PEOPLE *STARVING* TODAY THAN THERE ARE THOSE WHO CAN TRULY CALL THEMSELVES FREE. I OFFER PEACE AND A GOOD LIFE...
...OR A SWIFT AND TERRIBLE DEATH.
THE CHOICE IS THEIRS.

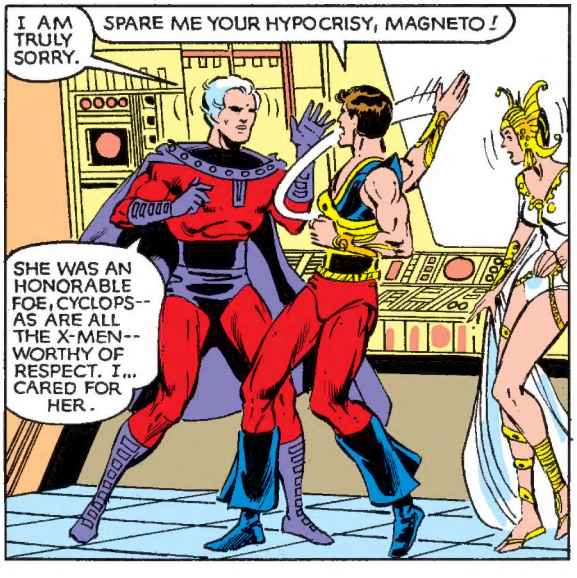
FOR MYSELF, I AM TIRED OF SEEING THINGS AS THEY ARE AND ASKING WHY, OF DREAMING OF THINGS THAT NEVER WERE AND ASKING WHY NOT. I HAVE THE POWER TO MAKE MY DREAMS REALITY.
AND THAT I SHALL DO.


BY THE WAY, CYCLOPS, WHO IS THIS *LEE FORRESTER* WOMAN? I THOUGHT YOU LOVED *JEAN GREY*. WHAT HAPPENED?
SHE DIED. LAST YEAR.
HOW?!?


"HER POWER AS *PHOENIX* WAS OUT OF CONTROL. UNCHECKED, IT COULD HAVE DESTROYED THE UNIVERSE.
I LOVE YOU, SCOTT. A PART OF ME WILL ALWAYS BE WITH YOU.

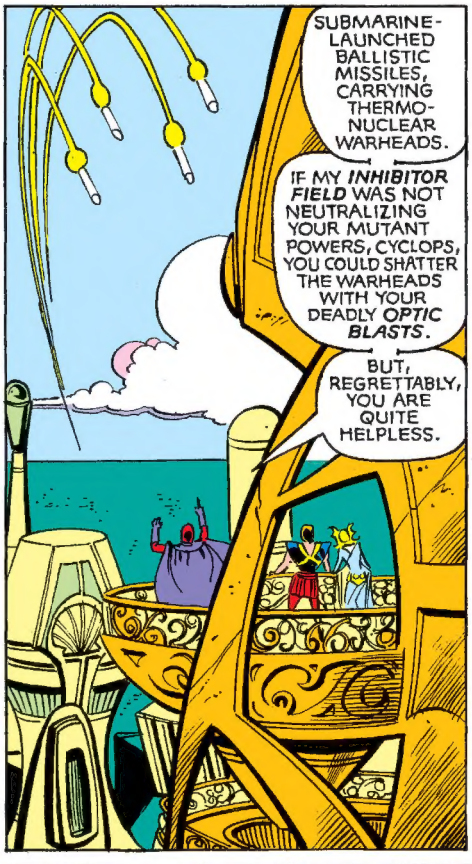

"THE *X-MEN* COULDN'T HELP HER--THOUGH WE TRIED. WE COULDN'T STOP HER.
"SHE COULD ONLY STOP HER-SELF.


SCOTT!!
JEAN!!

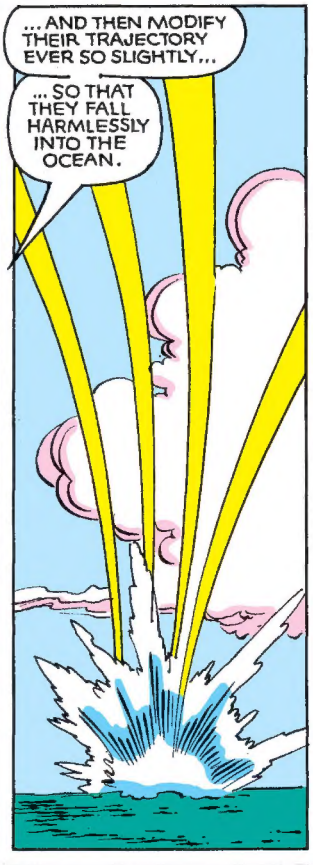

I AM TRULY SORRY.
SPARE ME YOUR HYPOCRISY, MAGNETO!
SHE WAS AN HONORABLE FOE, CYCLOPS--AS ARE ALL THE X-MEN--WORTHY OF RESPECT. I... CARED FOR HER.

I *GRIEVE* FOR HER. I KNOW... SOMETHING OF GRIEF. SEARCH THROUGHOUT MY HOMELAND, YOU WILL FIND *NONE* WHO BEAR MY NAME. MINE WAS A LARGE FAMILY, AND IT WAS SLAUGHTERED-- WITHOUT MERCY, WITHOUT REMORSE.
SO SPEAK NOT TO ME OF GRIEF, BOY. YOU KNOW NOT THE *MEANING* OF THE WORD!

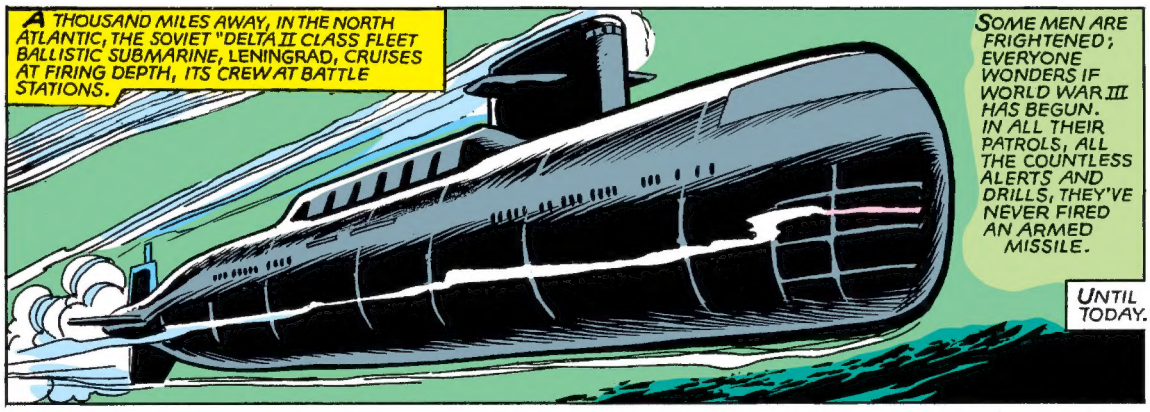
I--THAT SIREN! WHAT IS IT?!
MY SENSOR COMPUTERS, SOUNDING THE ALARM.
WE ARE UNDER ATTACK.

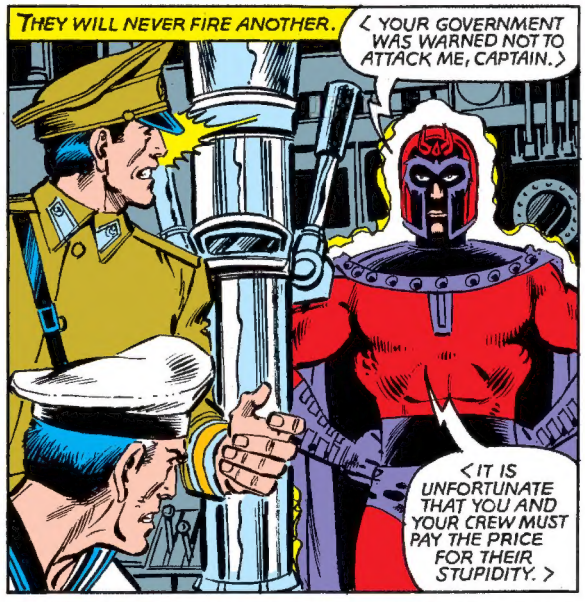

SUBMARINE-LAUNCHED BALLISTIC MISSILES, CARRYING THERMO-NUCLEAR WARHEADS.
IF MY *INHIBITOR FIELD* WAS NOT NEUTRALIZING YOUR MUTANT POWERS, CYCLOPS, YOU COULD SHATTER THE WARHEADS WITH YOUR DEADLY *OPTIC BLASTS*.
BUT, REGRETTABLY, YOU ARE QUITE HELPLESS.

I, ON THE OTHER HAND, AM NOT. THE INHIBITOR FIELD HAS NO EFFECT ON ME.
I'LL SIMPLY MAGNETICALLY FREEZE THE MISSILES' FIRING CIRCUITRY, DISARM THE WARHEADS...

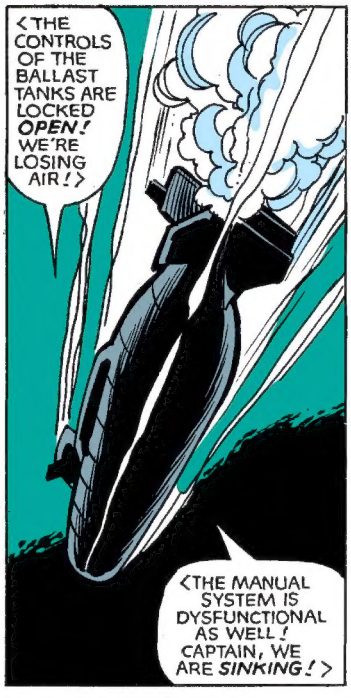

...AND THEN MODIFY THEIR TRAJECTORY EVER SO SLIGHTLY...
...SO THAT THEY FALL HARMLESSLY INTO THE OCEAN.

NOW THAT I'VE DEALT WITH THE IMMEDIATE THREAT...
...I'M FREE TO TURN MY ATTENTION TO THE VESSEL THAT LAUNCHED THE MISSILES, AND THE FOOLS WHO *ORDERED* THAT LAUNCH.
NO, YOU CAN'T! MAGNETO, LET THEM ALONE!
I WILL SHOW THEM THE SAME MERCY THEY INTENDED FOR ME.
THAT MAGNETIC FORCE FIELD WILL ENSURE, CYCLOPS, THAT YOU DO NOT INTERFERE.


A THOUSAND MILES AWAY, IN THE NORTH ATLANTIC, THE SOVIET "DELTA II CLASS FLEET BALLISTIC SUBMARINE, LENINGRAD, CRUISES AT FIRING DEPTH, ITS CREW AT BATTLE STATIONS.
SOME MEN ARE FRIGHTENED; EVERYONE WONDERS IF WORLD WAR III HAS BEGUN. IN ALL THEIR PATROLS, ALL THE COUNTLESS ALERTS AND DRILLS, THEY'VE NEVER FIRED AN ARMED MISSILE.
UNTIL TODAY.


THEY WILL NEVER FIRE ANOTHER.
< YOUR GOVERNMENT WAS WARNED NOT TO ATTACK ME, CAPTAIN. >
< IT IS UNFORTUNATE THAT YOU AND YOUR CREW MUST PAY THE PRICE FOR THEIR STUPIDITY. >

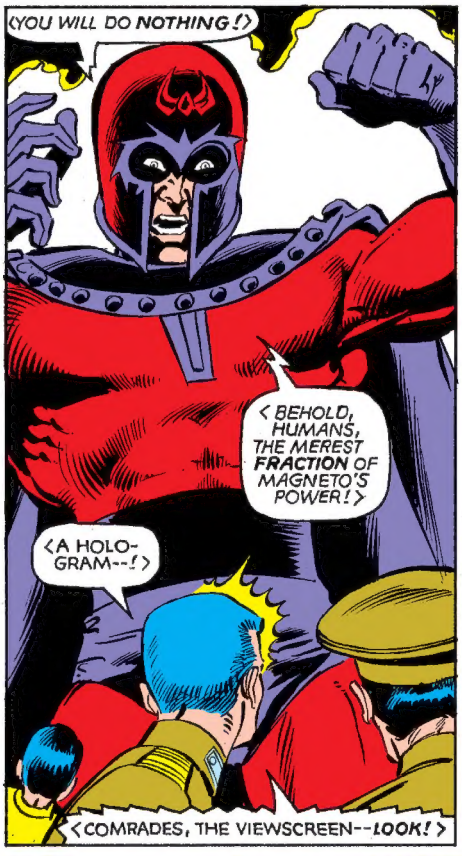
< CAPTAIN, THE ELECTRICAL PANELS ARE SHORT-CIRCUITING! >

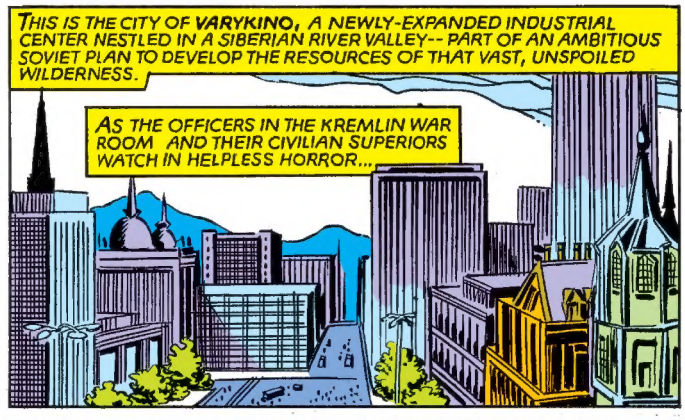

< THE CONTROLS OF THE BALLAST TANKS ARE LOCKED OPEN! WE'RE LOSING AIR! >
< THE MANUAL SYSTEM IS DYSFUNCTIONAL AS WELL! CAPTAIN, WE ARE SINKING! >

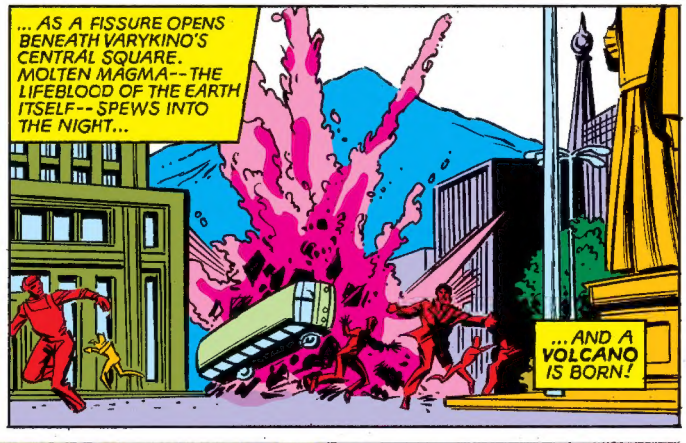
< HOW DEEP IS THE BOTTOM BENEATH OUR KEEL? >
< SEVEN THOUSAND METERS, CAPTAIN. >

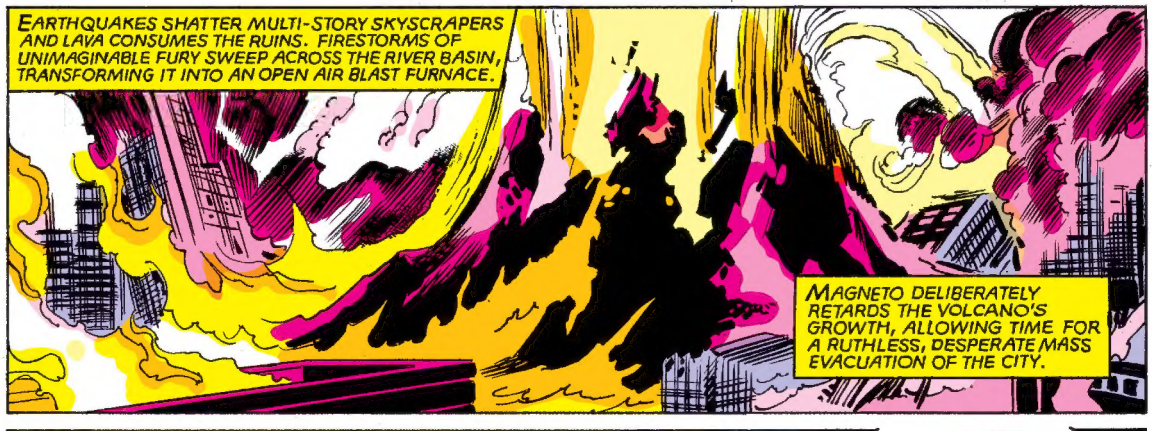
< WATER PRESSURE WILL IMPLODE THE HULL--AND CRUSH US-- >
<--AT LESS THAN ONE THOUSAND METERS. >

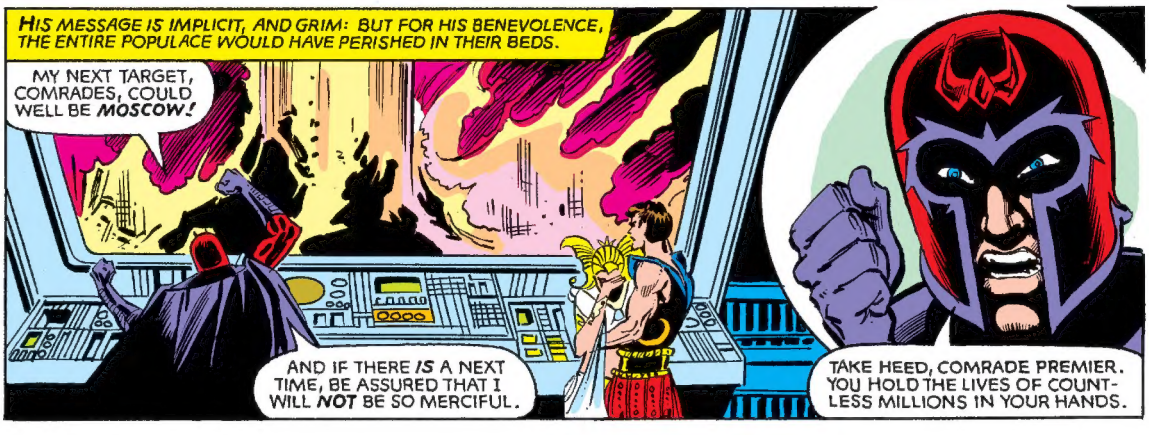
AND, IN MOSCOW...
< COMRADE ADMIRAL, WE'VE LOST CONTACT WITH THE SUBMARINE, LENINGRAD! >
< BRING ALL FORCES TO FULL WAR ALERT. I WILL INFORM THE PREMIER. >

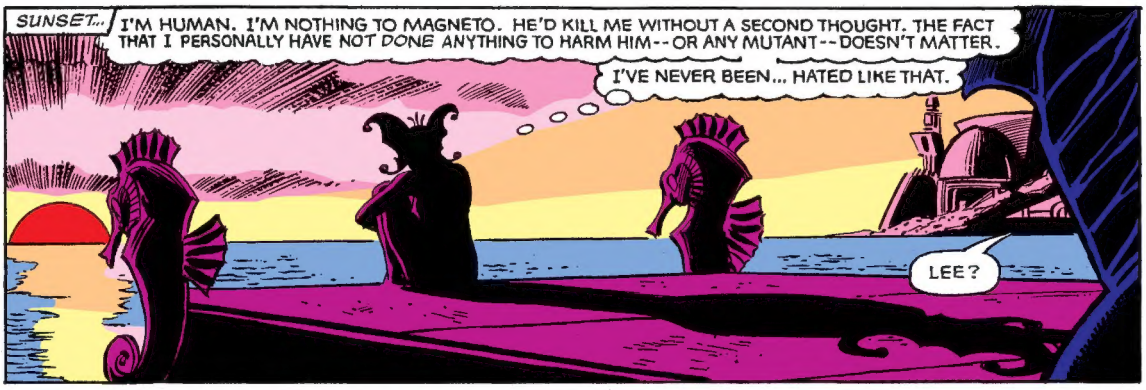

(YOU WILL DO NOTHING!)
(BEHOLD, HUMANS, THE MEREST FRACTION OF MAGNETO'S POWER!)
(A HOLO-GRAM--!)
(COMRADES, THE VIEWSCREEN--LOOK!)

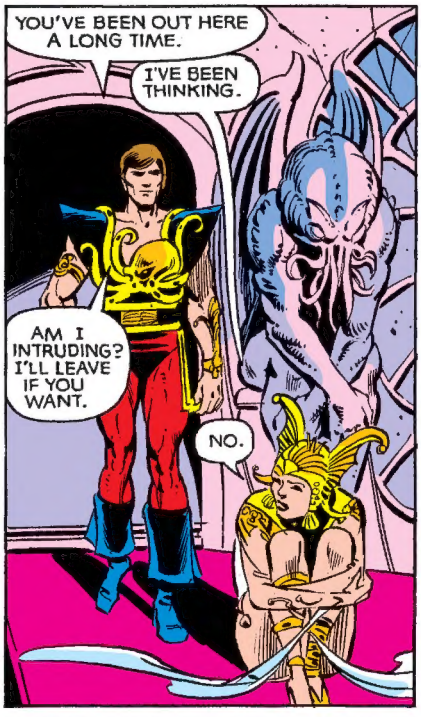

THIS IS THE CITY OF VARYKINO, A NEWLY-EXPANDED INDUSTRIAL CENTER NESTLED IN A SIBERIAN RIVER VALLEY-- PART OF AN AMBITIOUS SOVIET PLAN TO DEVELOP THE RESOURCES OF THAT VAST, UNSPOILED WILDERNESS.
AS THE OFFICERS IN THE KREMLIN WAR ROOM AND THEIR CIVILIAN SUPERIORS WATCH IN HELPLESS HORROR...

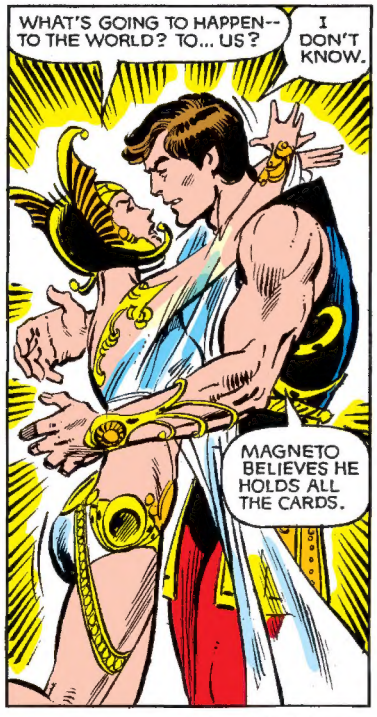

... AS A FISSURE OPENS BENEATH VARYKINO'S CENTRAL SQUARE. MOLTEN MAGMA--THE LIFEBLOOD OF THE EARTH ITSELF--SPEWS INTO THE NIGHT...
...AND A VOLCANO IS BORN!

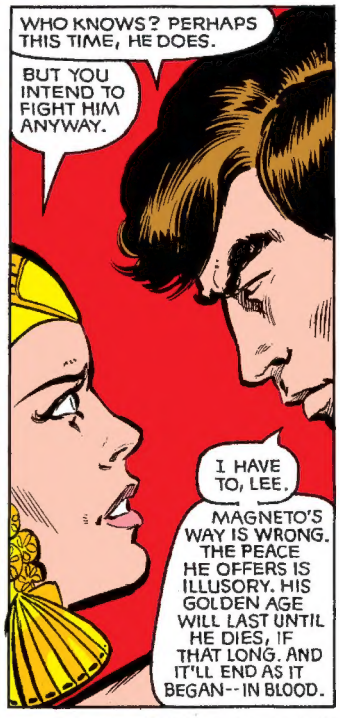

EARTHQUAKES SHATTER MULTI-STORY SKYSCRAPERS AND LAVA CONSUMES THE RUINS. FIRESTORMS OF UNIMAGINABLE FURY SWEEP ACROSS THE RIVER BASIN, TRANSFORMING IT INTO AN OPEN AIR BLAST FURNACE.
MAGNETO DELIBERATELY RETARDS THE VOLCANO'S GROWTH, ALLOWING TIME FOR A RUTHLESS, DESPERATE MASS EVACUATION OF THE CITY.

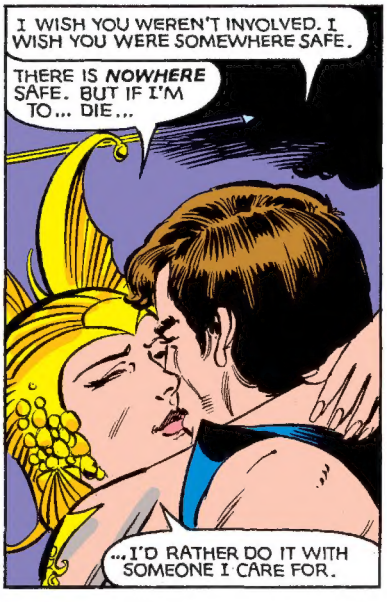

HIS MESSAGE IS IMPLICIT, AND GRIM: BUT FOR HIS BENEVOLENCE, THE ENTIRE POPULACE WOULD HAVE PERISHED IN THEIR BEDS.
MY NEXT TARGET, COMRADES, COULD WELL BE MOSCOW!
AND IF THERE IS A NEXT TIME, BE ASSURED THAT I WILL NOT BE SO MERCIFUL.
TAKE HEED, COMRADE PREMIER. YOU HOLD THE LIVES OF COUNT-LESS MILLIONS IN YOUR HANDS.

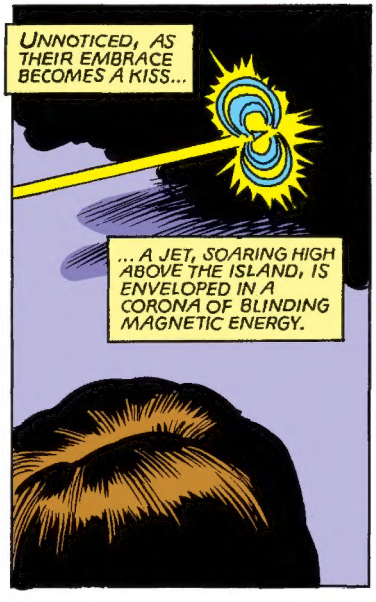

SUNSET...
I'M HUMAN. I'M NOTHING TO MAGNETO. HE'D KILL ME WITHOUT A SECOND THOUGHT. THE FACT THAT I PERSONALLY HAVE NOT DONE ANYTHING TO HARM HIM--OR ANY MUTANT--DOESN'T MATTER.
I'VE NEVER BEEN... HATED LIKE THAT.
LEE?


YOU'VE BEEN OUT HERE A LONG TIME.
I'VE BEEN THINKING.
AM I INTRUDING? I'LL LEAVE IF YOU WANT.
NO.

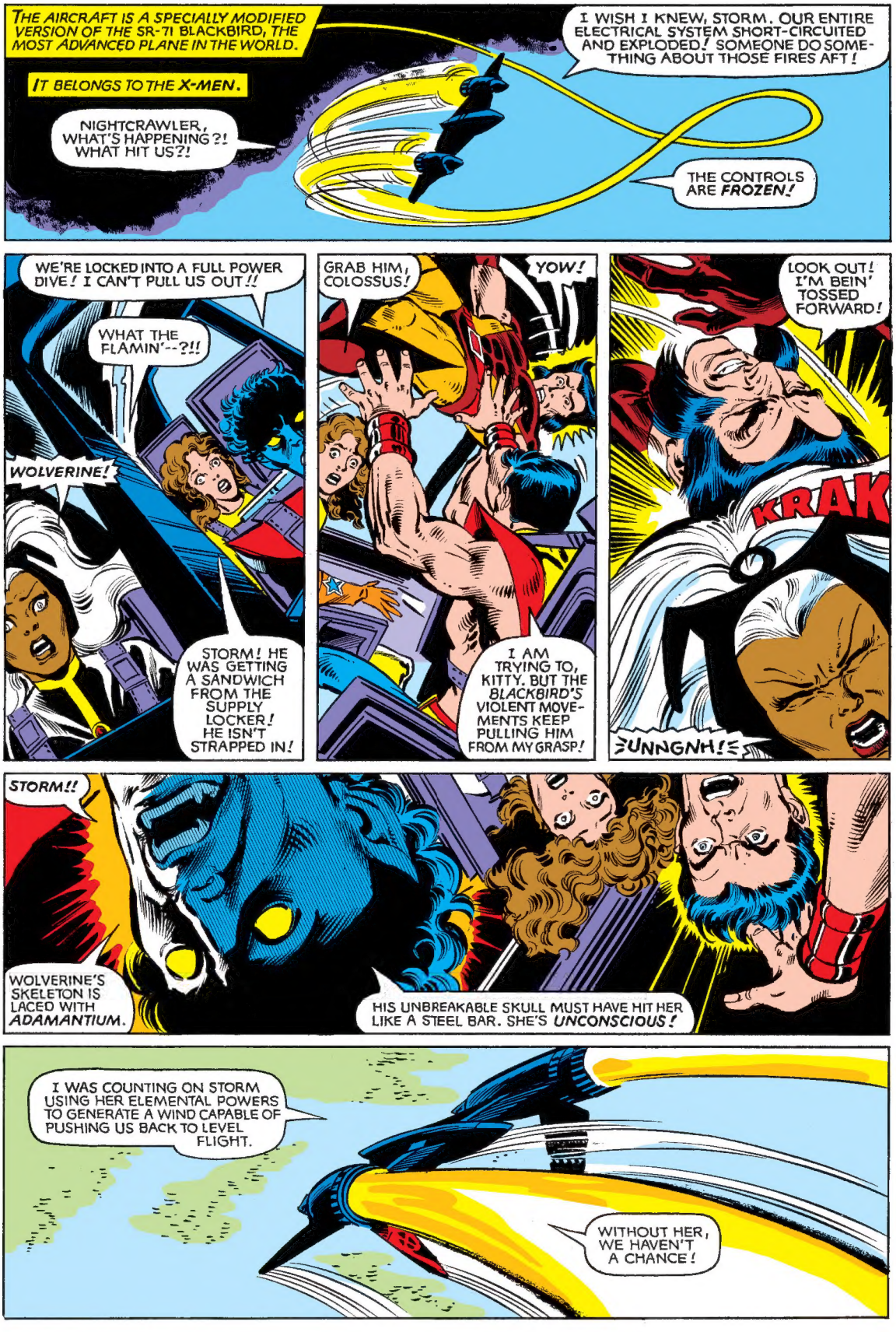

WHAT'S GOING TO HAPPEN--TO THE WORLD? TO... US?
I DON'T KNOW.
MAGNETO BELIEVES HE HOLDS ALL THE CARDS.

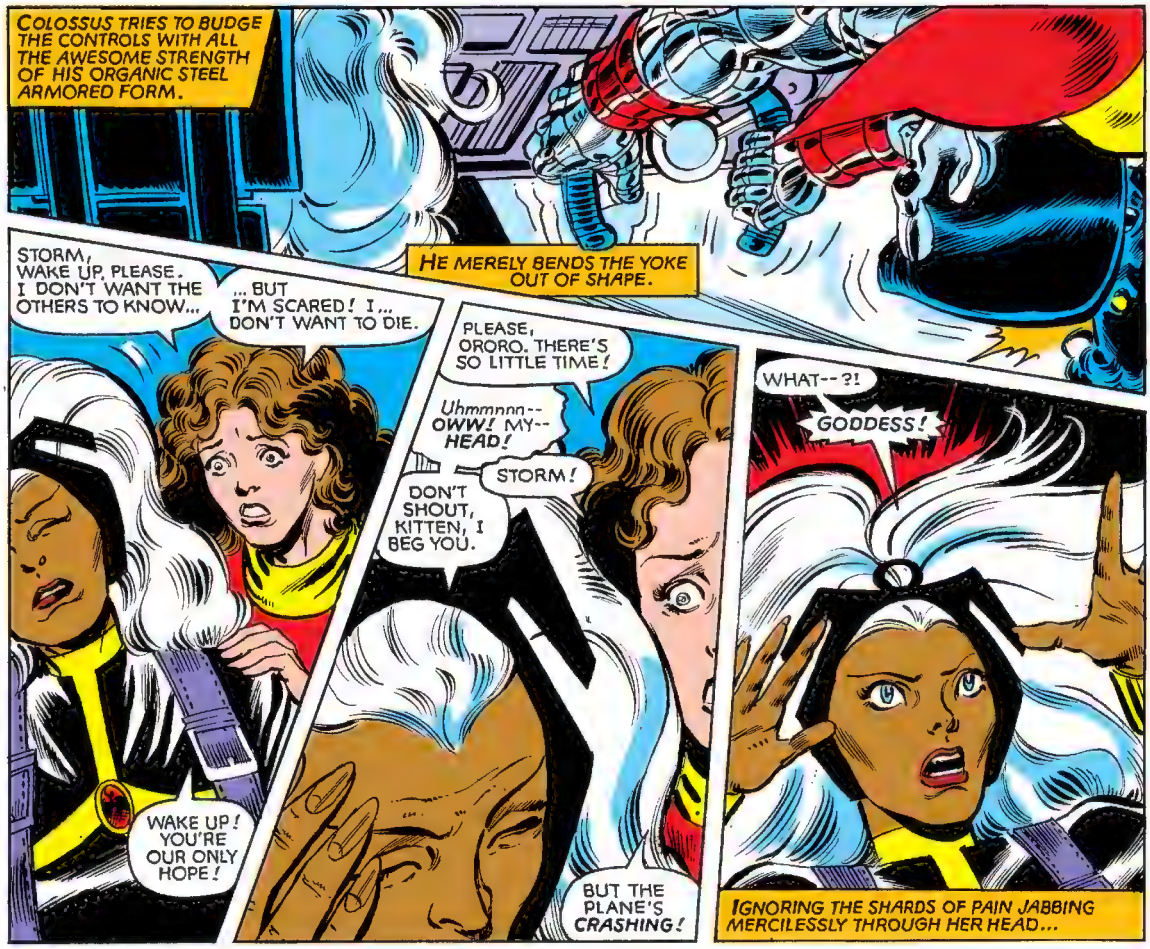

WHO KNOWS? PERHAPS THIS TIME, HE DOES.
BUT YOU INTEND TO FIGHT HIM ANYWAY.
I HAVE TO, LEE.
MAGNETO'S WAY IS WRONG. THE PEACE HE OFFERS IS ILLUSORY. HIS GOLDEN AGE WILL LAST UNTIL HE DIES, IF THAT LONG. AND IT'LL END AS IT BEGAN--IN BLOOD.

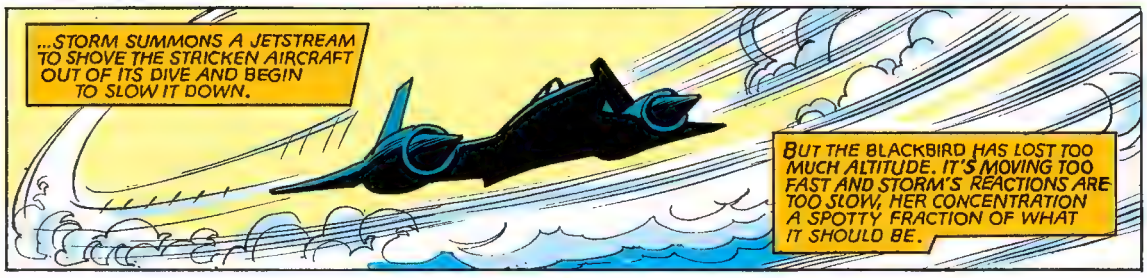

I WISH YOU WEREN'T INVOLVED. I WISH YOU WERE SOMEWHERE SAFE.
THERE IS NOWHERE SAFE. BUT IF I'M TO... DIE...
...I'D RATHER DO IT WITH SOMEONE I CARE FOR.

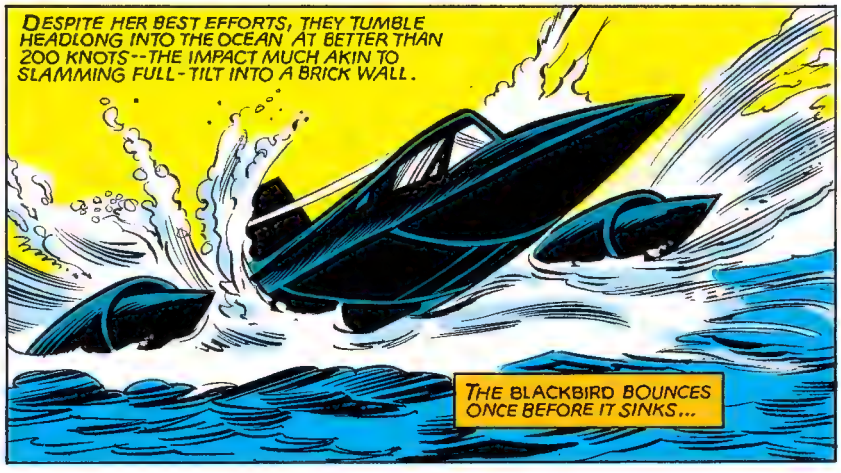

UNNOTICED, AS THEIR EMBRACE BECOMES A KISS...
... A JET, SOARING HIGH ABOVE THE ISLAND, IS ENVELOPED IN A CORONA OF BLINDING MAGNETIC ENERGY.

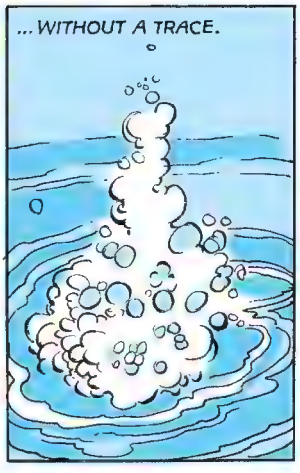
NEITHER SCOTT NOR LEE LOOK UP.
NEITHER SEE IT BEGIN TO FALL.


THE AIRCRAFT IS A SPECIALLY MODIFIED VERSION OF THE SR-71 BLACKBIRD, THE MOST ADVANCED PLANE IN THE WORLD.
IT BELONGS TO THE X-MEN.
NIGHTCRAWLER, WHAT'S HAPPENING?! WHAT HIT US?!
I WISH I KNEW, STORM. OUR ENTIRE ELECTRICAL SYSTEM SHORT-CIRCUITED AND EXPLODED! SOMEONE DO SOMETHING ABOUT THOSE FIRES AFT!
THE CONTROLS ARE FROZEN!
WE'RE LOCKED INTO A FULL POWER DIVE! I CAN'T PULL US OUT!!
WHAT THE FLAMIN'--?!!
WOLVERINE!
STORM! HE WAS GETTING A SANDWICH FROM THE SUPPLY LOCKER! HE ISN'T STRAPPED IN!
GRAB HIM, COLOSSUS!
YOW!
I AM TRYING TO, KITTY. BUT THE BLACKBIRD'S VIOLENT MOVEMENTS KEEP PULLING HIM FROM MY GRASP!
LOOK OUT! I'M BEIN' TOSSED FORWARD!
KRAK
UNNGNH!
STORM!!
WOLVERINE'S SKELETON IS LACED WITH ADAMANTIUM.
HIS UNBREAKABLE SKULL MUST HAVE HIT HER LIKE A STEEL BAR. SHE'S UNCONSCIOUS!
I WAS COUNTING ON STORM USING HER ELEMENTAL POWERS TO GENERATE A WIND CAPABLE OF PUSHING US BACK TO LEVEL FLIGHT.
WITHOUT HER, WE HAVEN'T A CHANCE!


COLOSSUS TRIES TO BUDGE THE CONTROLS WITH ALL THE AWESOME STRENGTH OF HIS ORGANIC STEEL ARMORED FORM.
HE MERELY BENDS THE YOKE OUT OF SHAPE.
STORM, WAKE UP, PLEASE. I DON'T WANT THE OTHERS TO KNOW...
... BUT I'M SCARED! I... DON'T WANT TO DIE.
WAKE UP! YOU'RE OUR ONLY HOPE!
PLEASE, ORORO. THERE'S SO LITTLE TIME!
Uhmmnnn-- OWW! MY-- HEAD!
STORM!
DON'T SHOUT, KITTEN, I BEG YOU.
BUT THE PLANE'S CRASHING!
WHAT--?!
GODDESS!
IGNORING THE SHARDS OF PAIN JABBING MERCILESSLY THROUGH HER HEAD...


...STORM SUMMONS A JETSTREAM TO SHOVE THE STRICKEN AIRCRAFT OUT OF ITS DIVE AND BEGIN TO SLOW IT DOWN.
BUT THE BLACKBIRD HAS LOST TOO MUCH ALTITUDE. IT'S MOVING TOO FAST AND STORM'S REACTIONS ARE TOO SLOW, HER CONCENTRATION A SPOTTY FRACTION OF WHAT IT SHOULD BE.


DESPITE HER BEST EFFORTS, THEY TUMBLE HEADLONG INTO THE OCEAN AT BETTER THAN 200 KNOTS--THE IMPACT MUCH AKIN TO SLAMMING FULL-TILT INTO A BRICK WALL.
THE BLACKBIRD BOUNCES ONCE BEFORE IT SINKS...


... WITHOUT A TRACE.

THE X-MEN'S ABRUPT DISAPPEARANCE DOES NOT GO UNNOTICED, FOR, SOMEWHERE OVER THE HORIZON...

PETER! I'VE LOST TELEPATHIC CONTACT WITH THE X-MEN! THEY'VE VANISHED!

THE SPEAKER IS **CHARLES XAVIER**, WORLD-REKNOWNED GENETICIST, AND FOUNDER/MENTOR OF THAT TEAM OF MUTANT SUPER HEROES.

DEJAH THORIS II
COCOA BEACH

HE IS HERE SEARCHING FOR **SCOTT SUMMERS**-- OROROO'S PREDECESSOR AS TEAM LEADER--MISSING SINCE A RECENT FREAK STORM AT SEA.

THE MAN BEING ADDRESSED IS **PETER CORBEAU**, ASTRONAUT, PHYSICIST, ENGINEER--CREATOR OF THE STARCORE MANNED ORBITAL SOLAR LABORATORY--AND, MOST IMPORTANTLY, FRIEND.

THE BLACKBIRD'S OFF THE RADAR, TOO.

AND I CAN'T RAISE THEM ON THE RADIO.

ALSO PRESENT ARE **MOIRA MacTAGGERT** --THE WOMAN XAVIER ONCE LOVED, NOW HIS COLLEAGUE IN MUTANT RESEARCH--

--AND EX-AVENGER, **CAROL DANVERS**.*

TROUBLE, CHARLES?

POSSIBLY, MOIRA.

*FOR MORE INFO ON THE FORMER MS. MARVEL, SEE AVENGERS ANNUAL #10, ON SALE SOON-- LOUISE

THEY WERE OVERFLYING JULIENNE CAY-- hmmmm. GIVEN THE RIGHT WINDS, THE RIGHT CURRENTS AND A LOT OF LUCK, SCOTT AND CAPTAIN FORRESTER COULD HAVE BEEN SWEPT IN THAT DIRECTION.

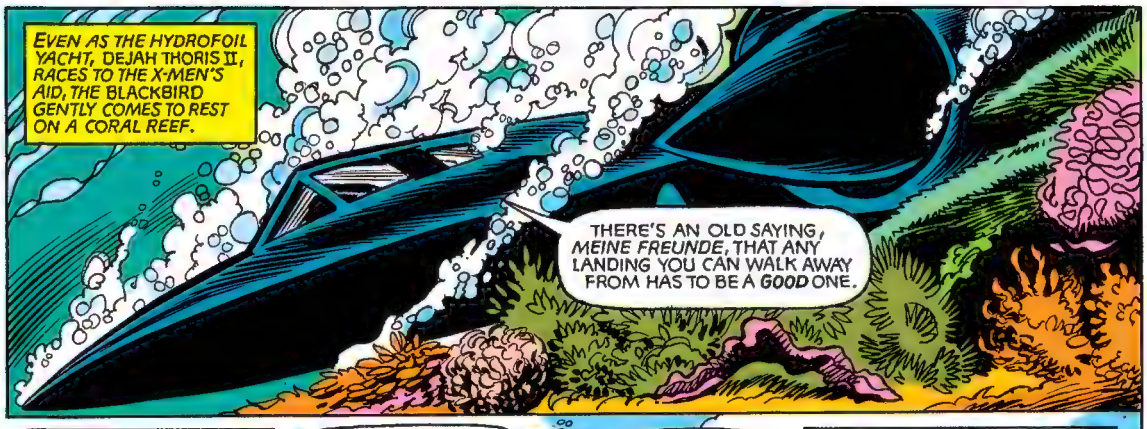
WOULDN'T THE COAST GUARD ALREADY HAVE SEARCHED THERE?

NOT NECESSARILY. TWO SCORE SHIPS WERE LOST THE NIGHT THEY WERE SWEPT OVERBOARD. IT'S A MIRACLE THEIR TRAWLER, *ARCADIA*, MADE IT BACK TO PORT AT ALL.

WE HAD FREAK SQUALLS, SEA QUAKES, ISLANDS BEING RAISED, OR SUNK. A SUBSTANTIAL CHUNK OF THE EARTH'S CRUST LITERALLY REARRANGED ITSELF THAT NIGHT. WE'RE STILL PICKING UP THE PIECES.

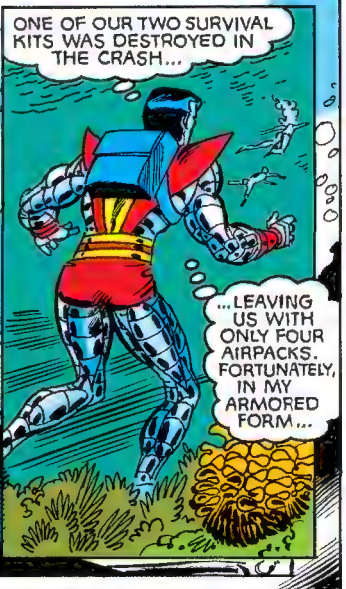
BUT EVEN IN THE BEST OF TIMES, PEOPLE GIVE THIS NEIGHBORHOOD A PRETTY WIDE BERTH. Y'SEE, JULIENNE CAY'S LOCATED IN THE HEART OF THE ***BERMUDA TRIANGLE***.

DT²


EVEN AS THE HYDROFOIL YACHT, DEJAH THORIS II, RACES TO THE X-MEN'S AID, THE BLACKBIRD GENTLY COMES TO REST ON A CORAL REEF.
THERE'S AN OLD SAYING, MEINE FREUNDE, THAT ANY LANDING YOU CAN WALK AWAY FROM HAS TO BE A GOOD ONE.

PERHAPS, KURT. BUT EVEN YOU MUST ADMIT THAT A LANDING THAT TAKES PLACE...
... IN A HUNDRED FEET OF WATER...

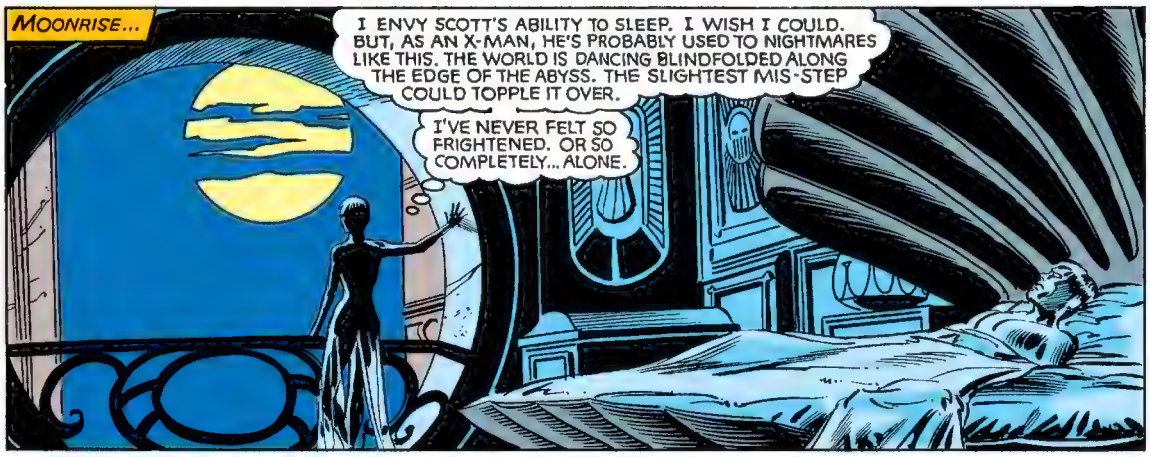
... LEAVES SOMETHING TO BE DESIRED.
I SPOTTED AN ISLAND WHEN WE HIT, 'RORO.
CAN'T BE MORE'N A COUPLE'A MILES AWAY.
EXCELLENT. FOLLOW WOLVERINE, EVERYONE, AND STAY CLOSE.

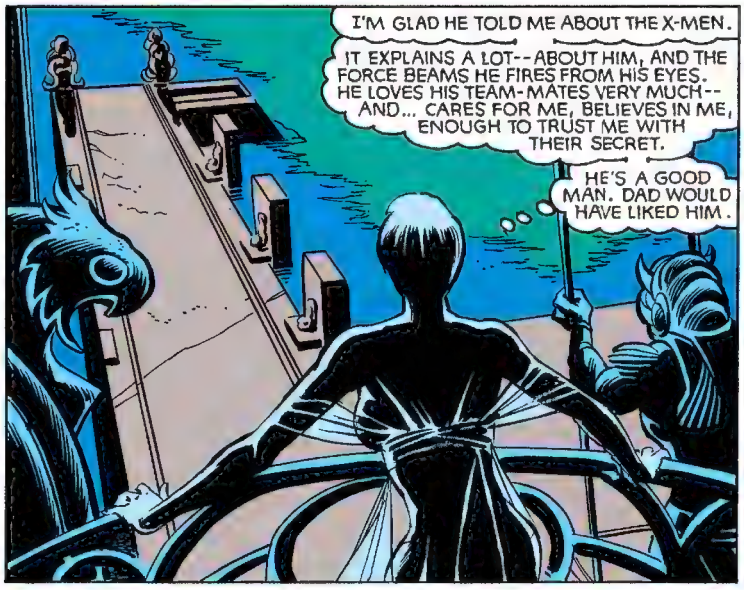

ONE OF OUR TWO SURVIVAL KITS WAS DESTROYED IN THE CRASH...
...LEAVING US WITH ONLY FOUR AIRPACKS. FORTUNATELY, IN MY ARMORED FORM...

...I DO NOT NEED TO BREATHE. MY ONLY WORRY UNDERWATER IS RUST.
BY THE WHITE WOLF!
I - I'M TURNING HUMAN!

BUT HOW?! I CANNOT TRANSFORM BACK TO ARMOR-- WHAT HAS HAPPENED TO ME ?!?

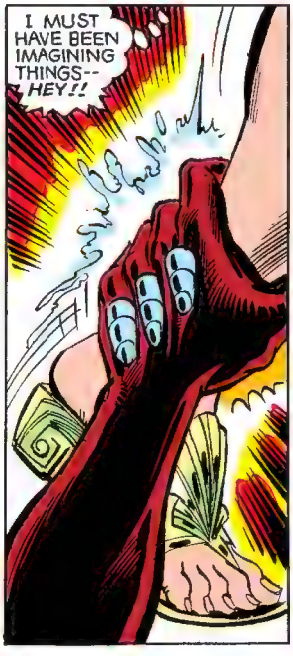
WATER--FILLING LUNGS-- I AM DROWNING! OTHERS... TOO FAR AHEAD! CANNOT SPEAK-- CALL ON... RADIO. THEY CANNOT SEE... DO NOT REALIZE...
ORORO... SISTER... HELP ME--!
KITTY--MY... KATERINA... I... I... I...


MOONRISE...
I ENVY SCOTT'S ABILITY TO SLEEP. I WISH I COULD. BUT, AS AN X-MAN, HE'S PROBABLY USED TO NIGHTMARES LIKE THIS. THE WORLD IS DANCING BLINDFOLDED ALONG THE EDGE OF THE ABYSS. THE SLIGHTEST MIS-STEP COULD TOPPLE IT OVER.
I'VE NEVER FELT SO FRIGHTENED. OR SO COMPLETELY... ALONE.


I'M GLAD HE TOLD ME ABOUT THE X-MEN.
IT EXPLAINS A LOT--ABOUT HIM, AND THE FORCE BEAMS HE FIRES FROM HIS EYES. HE LOVES HIS TEAM-MATES VERY MUCH--AND... CARES FOR ME, BELIEVES IN ME, ENOUGH TO TRUST ME WITH THEIR SECRET.
HE'S A GOOD MAN. DAD WOULD HAVE LIKED HIM.

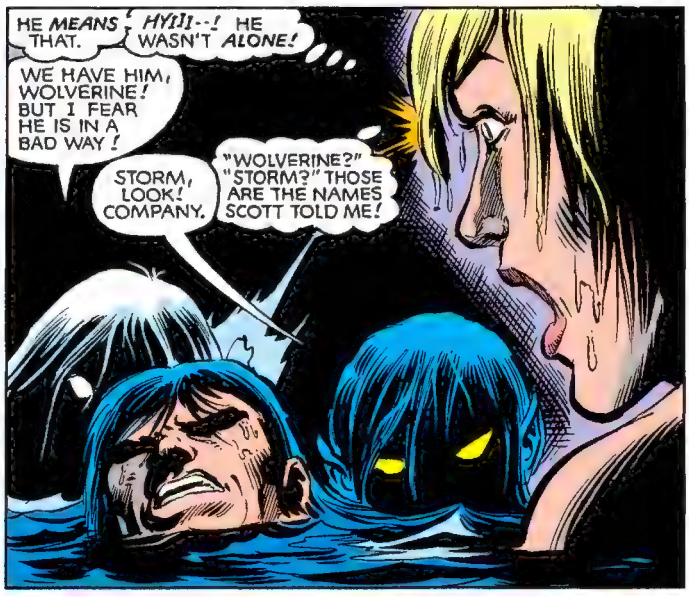
I CAN'T-- I WON'T--LET HIM FIGHT MAGNETO ALONE.
WHAT'S THAT--?!
SOMETHING MOVED ON THE WHARF, I'M SURE OF IT.

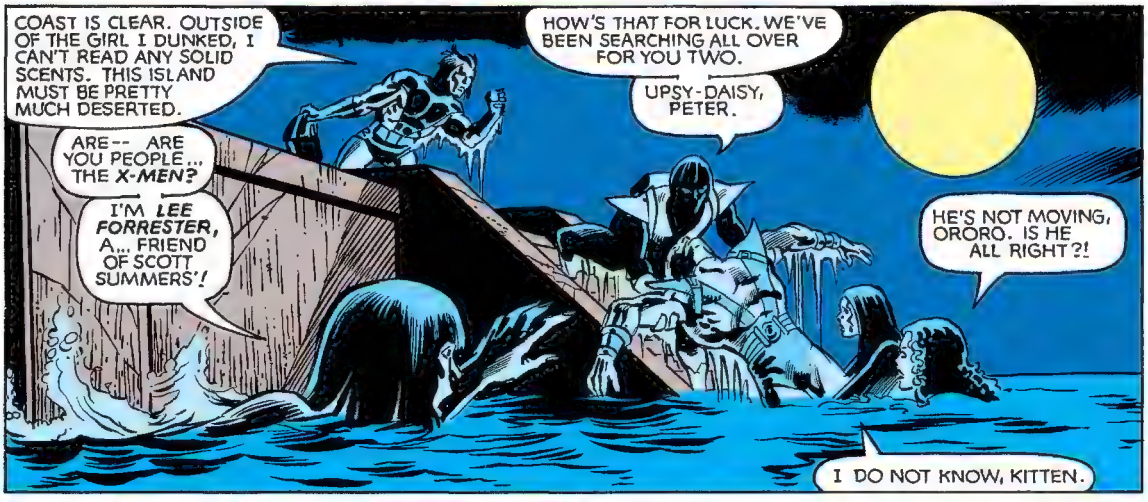
I SHOULD HAVE WOKEN SCOTT. IT'S CRAZY COMING DOWN HERE IN THE DARK, BY MYSELF. BUT I'M FEELING A LITTLE CRAZY.
I'M THE BEST SKIPPER ON THE COAST, A WOMAN WHO'S HELD HER OWN IN ANY SCRAP, PULLED HER WEIGHT IN ANY SEA.
AND I'M *HOMO SAPIENS*, A HUMAN BEING! I'M AS CAPABLE OF FIGHTING FOR MYSELF--AND MY WORLD--AS ANY X-MAN.


I MUST HAVE BEEN IMAGINING THINGS--
HEY!!

I SURE HOPE YOU CAN SWIM, SWEETHEART--
--'CAUSE I'M IN NO MOOD TA PLAY LIFEGUARD.

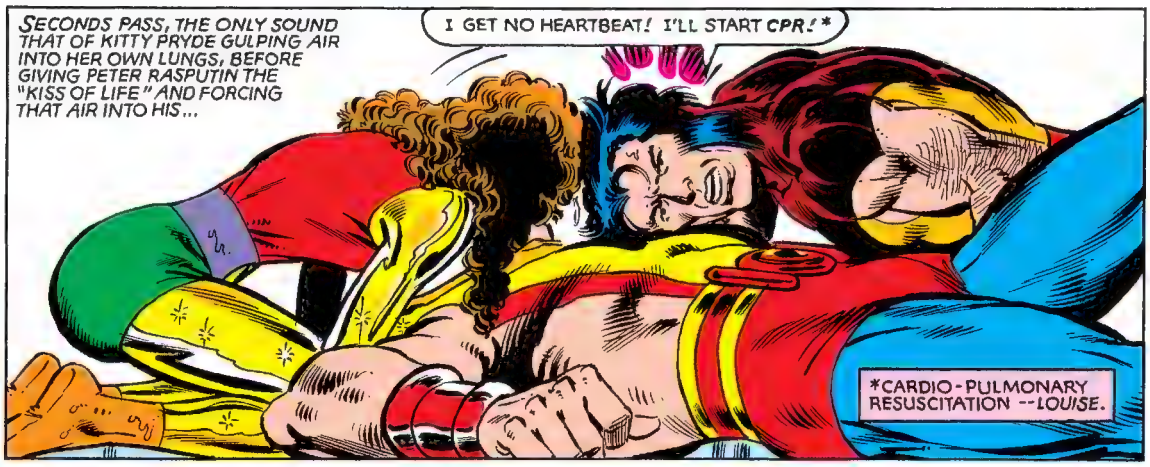
WHO-- WHAT-- ARE YOU?! WHY--?!
SHADDUP!
NOT A WORD, NOT A SOUND, OR YOU'RE DEAD--UNDERSTAND?!

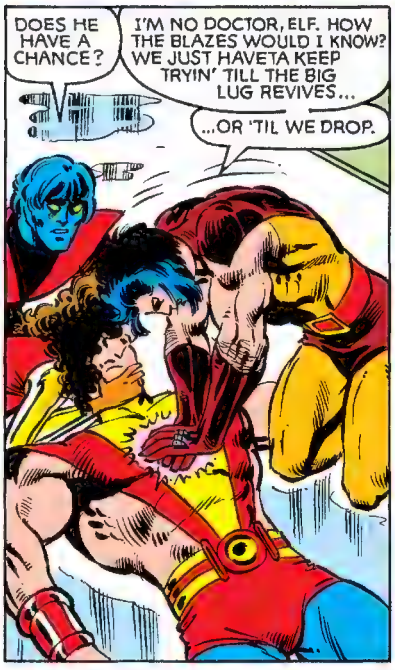

HE MEANS THAT.
HYIII--! HE WASN'T ALONE!
WE HAVE HIM, WOLVERINE! BUT I FEAR HE IS IN A BAD WAY!
STORM, LOOK! COMPANY.
"WOLVERINE?" "STORM?" THOSE ARE THE NAMES SCOTT TOLD ME!


COAST IS CLEAR. OUTSIDE OF THE GIRL I DUNKED, I CAN'T READ ANY SOLID SCENTS. THIS ISLAND MUST BE PRETTY MUCH DESERTED.
ARE-- ARE YOU PEOPLE... THE X-MEN?
I'M LEE FORRESTER, A... FRIEND OF SCOTT SUMMERS'!
HOW'S THAT FOR LUCK. WE'VE BEEN SEARCHING ALL OVER FOR YOU TWO.
UPSY-DAISY, PETER.
HE'S NOT MOVING, ORORO. IS HE ALL RIGHT?!
I DO NOT KNOW, KITTEN.

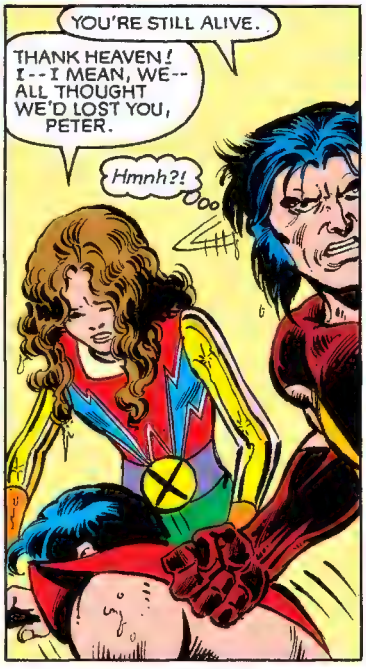
WHAT HAPPENED TO HIM?! WHY DID HE TURN HUMAN?!?
BEATS ME, KID.
THE BLACK-BIRD WAS ATTACKED. PERHAPS HE WAS AMBUSHED AS WELL.
BUT WHY COLOSSUS-- AND NOT THE REST OF US?

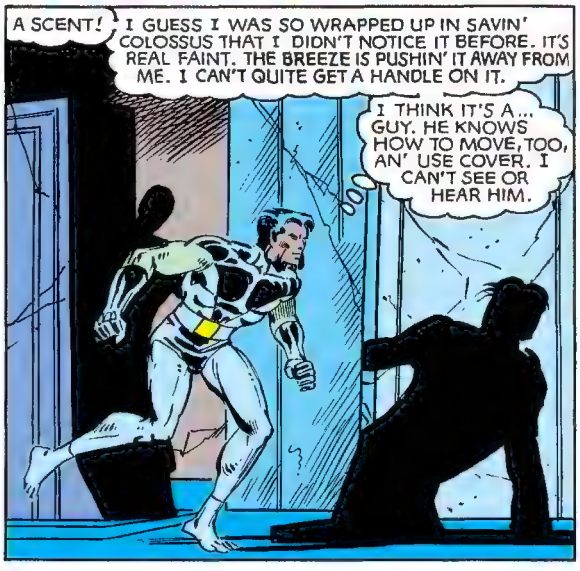
NEVER MIND THAT NOW. IT'S NOT IMPORTANT. WE'VE GOT TO SAVE HIM, IF... IF WE CAN. I HAD RED CROSS TRAINING AT CAMP. I'LL TRY MOUTH-TO-MOUTH RESUSCITATION.
GET TO WORK, KID. I'LL CHECK FOR LIFE SIGNS.


SECONDS PASS, THE ONLY SOUND THAT OF KITTY PRYDE GULPING AIR INTO HER OWN LUNGS, BEFORE GIVING PETER RASPUTIN THE "KISS OF LIFE" AND FORCING THAT AIR INTO HIS...
I GET NO HEARTBEAT! I'LL START CPR! *
*CARDIO-PULMONARY RESUSCITATION --LOUISE.


DOES HE HAVE A CHANCE?
I'M NO DOCTOR, ELF. HOW THE BLAZES WOULD I KNOW? WE JUST HAVETA KEEP TRYIN' TILL THE BIG LUG REVIVES...
...OR 'TIL WE DROP.

THEN, SUDDENLY, MIRACULOUSLY...
KOFF! KOFF!
K-KOFF-- KITTY?! AM I... DEAD?
YA GAVE IT THE OLD COLLEGE TRY, PETEY, BUT YA BLEW IT.

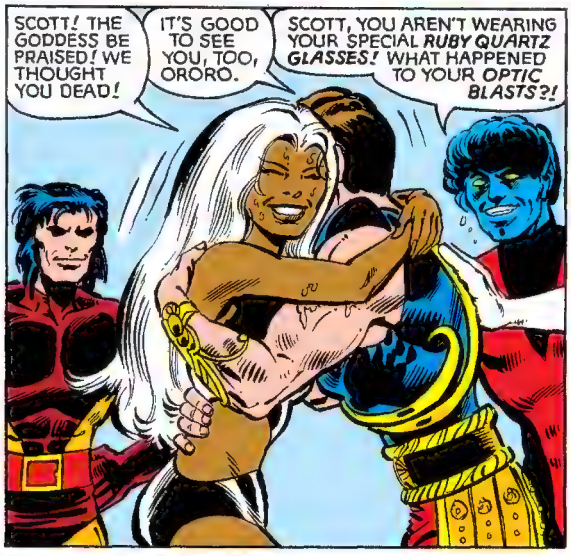

YOU'RE STILL ALIVE.
THANK HEAVEN! I--I MEAN, WE--ALL THOUGHT WE'D LOST YOU, PETER.
Hmnh?!


A SCENT!
I GUESS I WAS SO WRAPPED UP IN SAVIN' COLOSSUS THAT I DIDN'T NOTICE IT BEFORE. IT'S REAL FAINT. THE BREEZE IS PUSHIN' IT AWAY FROM ME. I CAN'T QUITE GET A HANDLE ON IT.
I THINK IT'S A... GUY. HE KNOWS HOW TO MOVE, TOO, AN' USE COVER. I CAN'T SEE OR HEAR HIM.

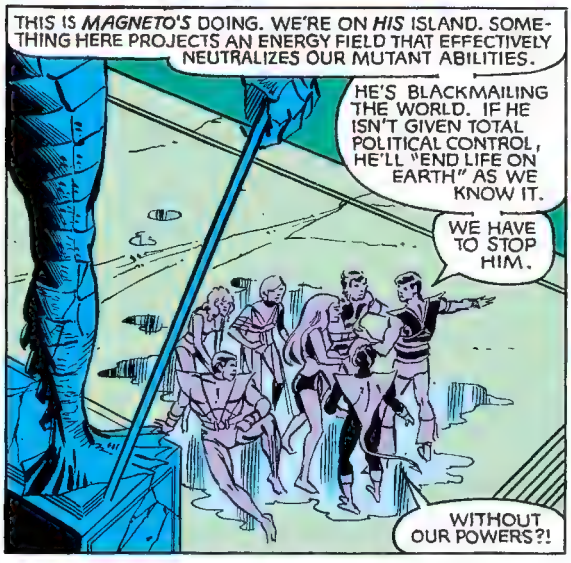
SOMETHIN' ABOUT THIS SCENT FEELS AWFULLY FLAMIN' FAMILIAR. WHY CAN'T I PLACE IT?!
LOOKING FOR ME, SHORT-STUFF?
HUH!?!

FREEZE, SUCKER! OR I'LL--!
WHOA, WOLVERINE--RELAX! SHEATHE YOUR CLAWS! I'M A FRIEND! OR HAVE YOU SO SOON FORGOTTEN...
SNIKT!

CYCLOPS!
THE ONE AND ONLY.
LOST YOUR TOUCH, LOGAN? YOU WALKED RIGHT BY ME AND NEVER EVEN NOTICED.
YOU WERE LUCKY, BUB.
BUT I GOTTA ADMIT, MY SENSES DO SEEM A LOT DULLER THAN NORMAL.

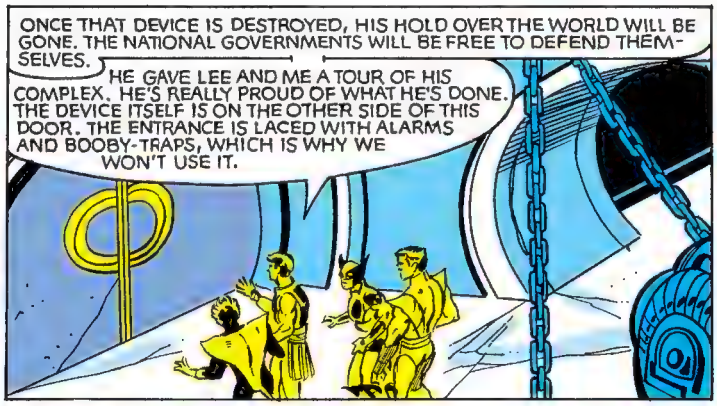

SCOTT! THE GODDESS BE PRAISED! WE THOUGHT YOU DEAD!
IT'S GOOD TO SEE YOU, TOO, ORORO.
SCOTT, YOU AREN'T WEARING YOUR SPECIAL RUBY QUARTZ GLASSES! WHAT HAPPENED TO YOUR OPTIC BLASTS?!

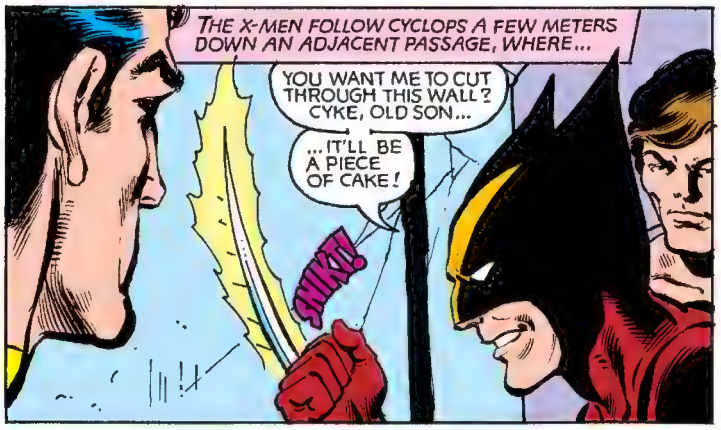
THE SAME THING THAT'S HAPPENED TO WOLVERINE'S SENSES AND, I'LL WAGER, TO COLOSSUS.
UNDERWATER, TOVARISCH, AS I NEARED THIS ISLAND, I TRANSMUTED FROM MY ARMORED FORM TO FLESH-AND-BLOOD. I COULD NOT STOP THE CHANGE, OR REVERSE IT.

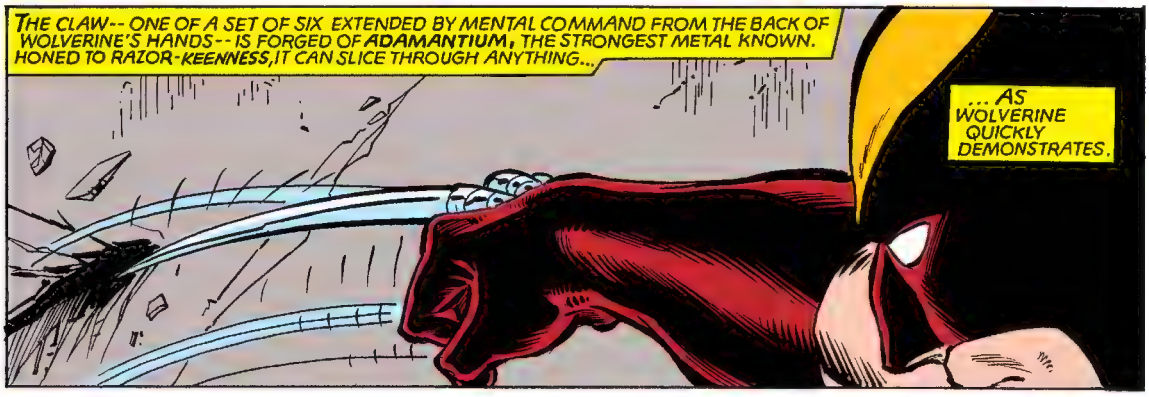

THIS IS MAGNETO'S DOING. WE'RE ON HIS ISLAND. SOMETHING HERE PROJECTS AN ENERGY FIELD THAT EFFECTIVELY NEUTRALIZES OUR MUTANT ABILITIES.
HE'S BLACKMAILING THE WORLD. IF HE ISN'T GIVEN TOTAL POLITICAL CONTROL, HE'LL "END LIFE ON EARTH" AS WE KNOW IT.
WE HAVE TO STOP HIM.
WITHOUT OUR POWERS?!

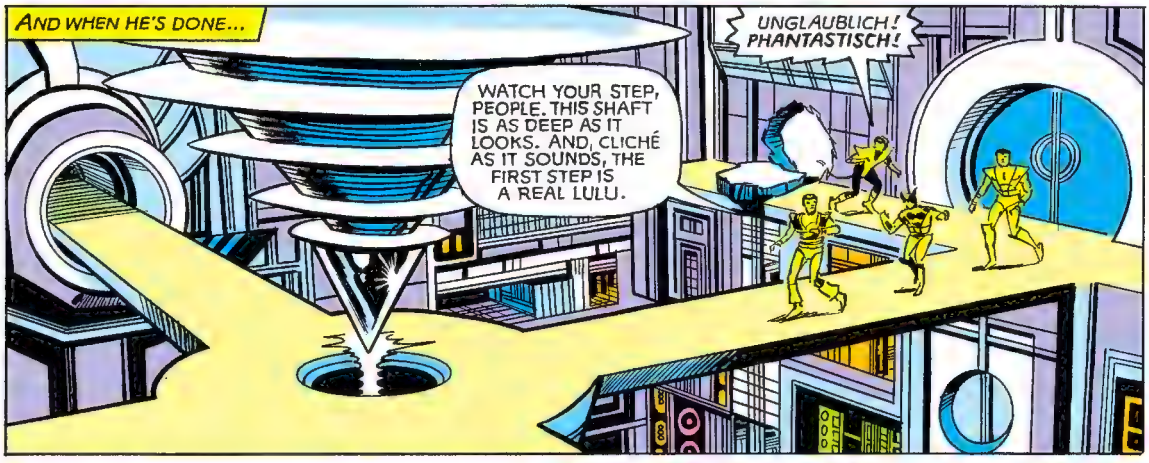
PRECISELY. WE ALL POSSESS SKILLS THAT HAVE NOTHING TO DO WITH BEING MUTANTS. I'M A STRATEGIST, STORM WAS A THIEF, NIGHTCRAWLER AN ACROBAT. WOLVERINE HAS HIS CLAWS, COLOSSUS HIS NATURAL STRENGTH, KITTY HER INTELLIGENCE.
MAGNETO DOESN'T EVEN KNOW YOU'RE HERE--AND EVEN IF HE DID, HE'D BELIEVE US ALL TO BE HELPLESS. HE'S IN FOR A VERY BIG SURPRISE.

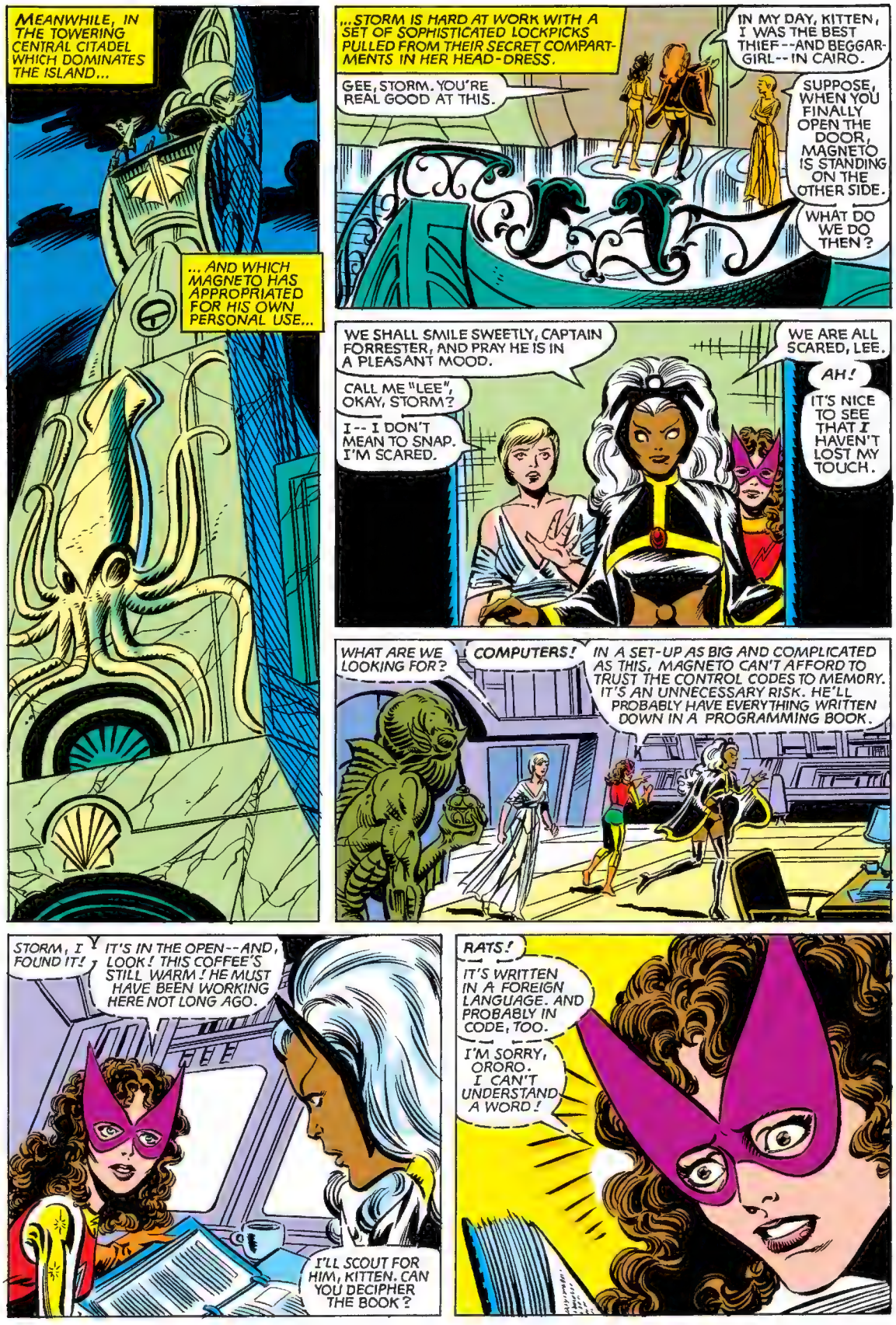
SOON...
I DUNNO, MAN. WE'VE NEVER BEATEN MAGNETO WITH OUR POWERS. AN' ON TOP OF EV'RYTHING, YOU SPLIT THE TEAM!
I EXPLAINED MY REASONS, WOLVERINE. THE WOMEN'S TALENTS WON'T BE OF MUCH USE TO US.
AND OUR GOAL ISN'T TO BEAT MAGNETO HIMSELF, IT'S TO DEFEAT HIS PLAN. HE'S CREATED A DEVICE CAPABLE OF MANIPULATING THE EARTH'S CRUST. HE FIELD-TESTED IT BY RAISING THIS ISLAND FROM THE SEA BOTTOM.

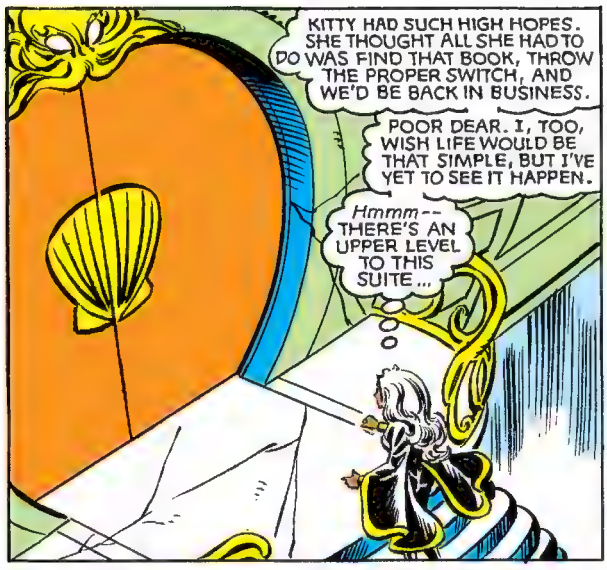

ONCE THAT DEVICE IS DESTROYED, HIS HOLD OVER THE WORLD WILL BE GONE. THE NATIONAL GOVERNMENTS WILL BE FREE TO DEFEND THEMSELVES.
HE GAVE LEE AND ME A TOUR OF HIS COMPLEX. HE'S REALLY PROUD OF WHAT HE'S DONE. THE DEVICE ITSELF IS ON THE OTHER SIDE OF THIS DOOR. THE ENTRANCE IS LACED WITH ALARMS AND BOOBY-TRAPS, WHICH IS WHY WE WON'T USE IT.


THE X-MEN FOLLOW CYCLOPS A FEW METERS DOWN AN ADJACENT PASSAGE, WHERE...
YOU WANT ME TO CUT THROUGH THIS WALL? CYKE, OLD SON...
...IT'LL BE A PIECE OF CAKE!
SNIKT!

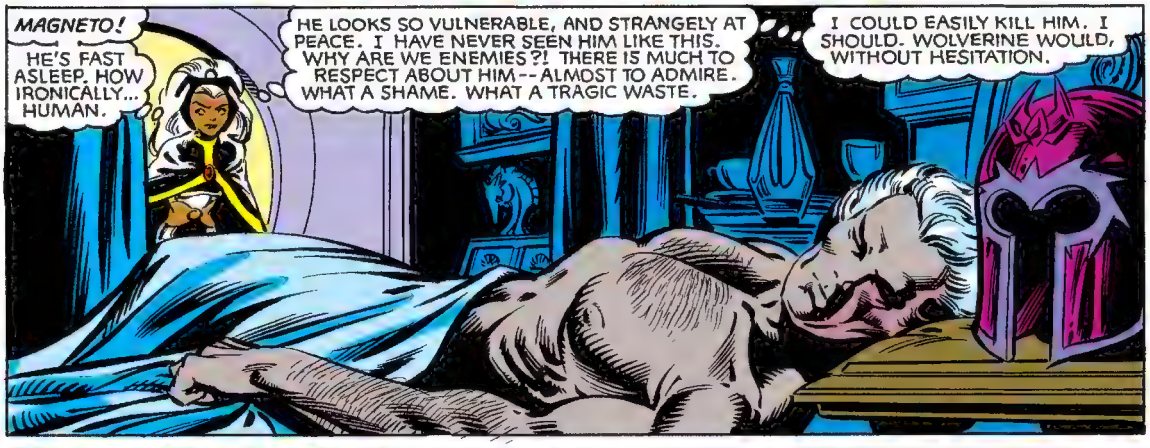

THE CLAW-- ONE OF A SET OF SIX EXTENDED BY MENTAL COMMAND FROM THE BACK OF WOLVERINE'S HANDS-- IS FORGED OF ADAMANTIUM, THE STRONGEST METAL KNOWN. HONED TO RAZOR-KEENNESS, IT CAN SLICE THROUGH ANYTHING...
...AS WOLVERINE QUICKLY DEMONSTRATES.


AND WHEN HE'S DONE...
WATCH YOUR STEP, PEOPLE. THIS SHAFT IS AS DEEP AS IT LOOKS. AND, CLICHÉ AS IT SOUNDS, THE FIRST STEP IS A REAL LULU.
UNGLAUBLICH! PHANTASTISCH!

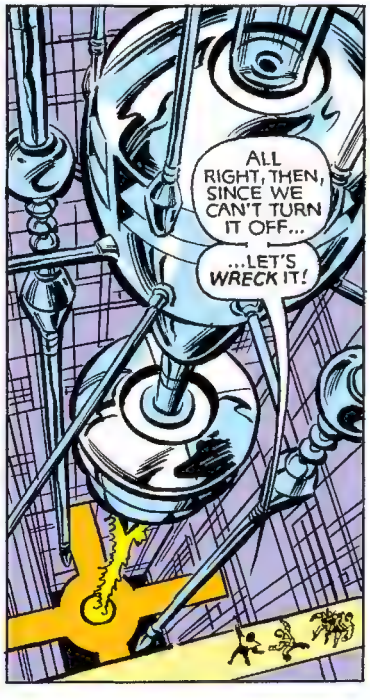

MEANWHILE, IN THE TOWERING CENTRAL CITADEL WHICH DOMINATES THE ISLAND...
... AND WHICH MAGNETO HAS APPROPRIATED FOR HIS OWN PERSONAL USE...
...STORM IS HARD AT WORK WITH A SET OF SOPHISTICATED LOCKPICKS PULLED FROM THEIR SECRET COMPARTMENTS IN HER HEAD-DRESS.
GEE, STORM. YOU'RE REAL GOOD AT THIS.
IN MY DAY, KITTEN, I WAS THE BEST THIEF--AND BEGGAR-GIRL--IN CAIRO.
SUPPOSE, WHEN YOU FINALLY OPEN THE DOOR, MAGNETO IS STANDING ON THE OTHER SIDE.
WHAT DO WE DO THEN?
WE SHALL SMILE SWEETLY, CAPTAIN FORRESTER, AND PRAY HE IS IN A PLEASANT MOOD.
CALL ME "LEE", OKAY, STORM?
I-- I DON'T MEAN TO SNAP. I'M SCARED.
WE ARE ALL SCARED, LEE.
AH!
IT'S NICE TO SEE THAT I HAVEN'T LOST MY TOUCH.
WHAT ARE WE LOOKING FOR?
COMPUTERS!
IN A SET-UP AS BIG AND COMPLICATED AS THIS, MAGNETO CAN'T AFFORD TO TRUST THE CONTROL CODES TO MEMORY. IT'S AN UNNECESSARY RISK. HE'LL PROBABLY HAVE EVERYTHING WRITTEN DOWN IN A PROGRAMMING BOOK.
STORM, I FOUND IT!
IT'S IN THE OPEN--AND, LOOK! THIS COFFEE'S STILL WARM! HE MUST HAVE BEEN WORKING HERE NOT LONG AGO.
I'LL SCOUT FOR HIM, KITTEN. CAN YOU DECIPHER THE BOOK?
RATS!
IT'S WRITTEN IN A FOREIGN LANGUAGE. AND PROBABLY IN CODE, TOO.
I'M SORRY, ORORO. I CAN'T UNDERSTAND A WORD!


KITTY HAD SUCH HIGH HOPES. SHE THOUGHT ALL SHE HAD TO DO WAS FIND THAT BOOK, THROW THE PROPER SWITCH, AND WE'D BE BACK IN BUSINESS.
POOR DEAR. I, TOO, WISH LIFE WOULD BE THAT SIMPLE, BUT I'VE YET TO SEE IT HAPPEN.
Hmmm-- THERE'S AN UPPER LEVEL TO THIS SUITE...

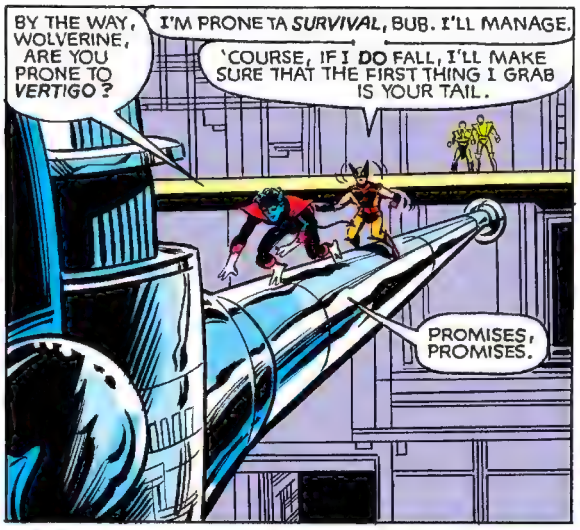
... A SECOND LOCKED DOOR. DOES IT PROTECT ANOTHER LABORATORY...
...OR SOMETHING ELSE?


MAGNETO!
HE'S FAST ASLEEP. HOW IRONICALLY... HUMAN.
HE LOOKS SO VULNERABLE, AND STRANGELY AT PEACE. I HAVE NEVER SEEN HIM LIKE THIS. WHY ARE WE ENEMIES?! THERE IS MUCH TO RESPECT ABOUT HIM--ALMOST TO ADMIRE. WHAT A SHAME. WHAT A TRAGIC WASTE.
I COULD EASILY KILL HIM. I SHOULD. WOLVERINE WOULD, WITHOUT HESITATION.

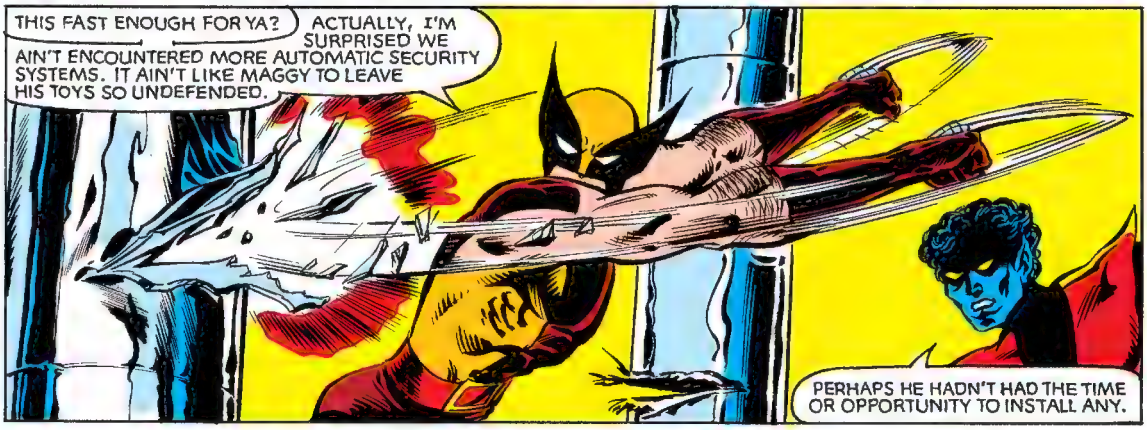
AS SILENT AS THE WIND--AS SILENT AS DEATH ITSELF--STORM APPROACHES THE BED, WHILE, IN ANOTHER PART OF THE ISLAND...
HAVE YOU PUZZLED OUT THESE CONTROLS, NIGHT-CRAWLER?
JA, CYCLOPS, BUT I'M AFRAID I HAVE BAD NEWS. MAGNETO'S SECRET WEAPON CANNOT BE SHUT DOWN.


ALL RIGHT, THEN, SINCE WE CAN'T TURN IT OFF...
...LET'S WRECK IT!

WE'LL HAVE TO CUT THE CENTRAL VERTICAL MEMBERS, IN ADDITION TO THE HORIZONTALS. NIGHTCRAWLER, CAN YOU AND WOLVERINE MAKE IT OUT THERE?
THAT METAL IS PROBABLY SLIPPERY AS THE DEVIL--AND THERE ARE NO HAND OR FOOT HOLDS.
BUT IT'S WORTH A TRY.

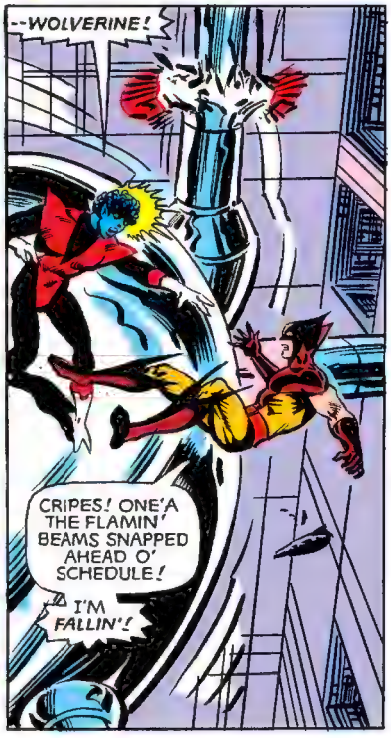

BY THE WAY, WOLVERINE, ARE YOU PRONE TO VERTIGO?
I'M PRONE TA SURVIVAL, BUB. I'LL MANAGE.
'COURSE, IF I DO FALL, I'LL MAKE SURE THAT THE FIRST THING I GRAB IS YOUR TAIL.
PROMISES, PROMISES.

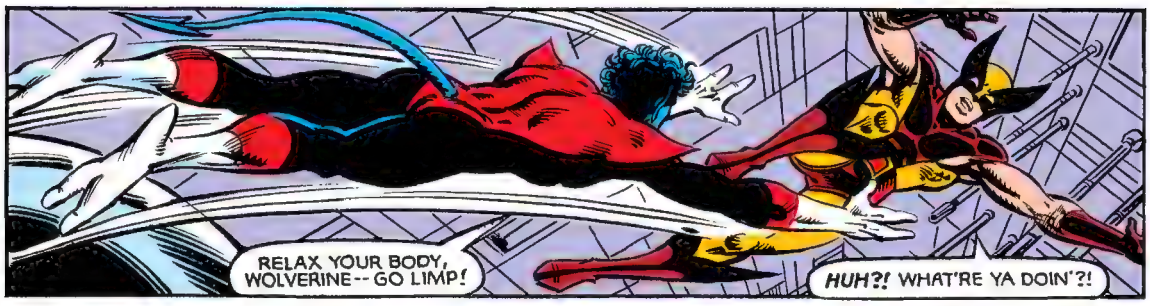
SO FAR, SO GOOD. TOO GOOD. THIS CAPER'S MOVIN' SO SMOOTHLY, I'M STARTIN' TA GET ANTSY. I KEEP EXPECTIN' MAGNETO TA BLAST US ANY SECOND.
I, ALSO. REMEMBER, YOU'RE ONLY TO WEAKEN THESE BEAMS. GRAVITY AND THE DEVICE'S OWN WEIGHT SHOULD DO THE REST.
AND ONCE YOU BEGIN CUTTING, WE MUST MOVE AT TOP SPEED. OUR ATTACK WILL PROBABLY TRIGGER EVERY ALARM IN THE PLACE.


THIS FAST ENOUGH FOR YA?
ACTUALLY, I'M SURPRISED WE AIN'T ENCOUNTERED MORE AUTOMATIC SECURITY SYSTEMS. IT AIN'T LIKE MAGGY TO LEAVE HIS TOYS SO UNDEFENDED.
PERHAPS HE HADN'T HAD THE TIME OR OPPORTUNITY TO INSTALL ANY.

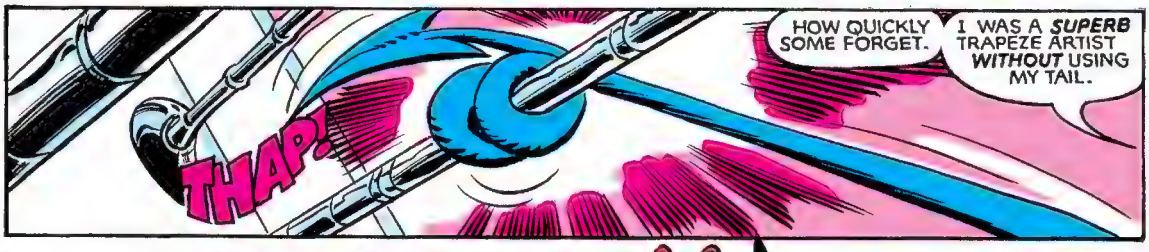
CARELESS. HIS LOSS, OUR GAIN.
THAT'S THE LAST ONE. SHOOT, THE VERTICALS MUST HAVE BEEN MORE IMPORTANT THAN CYKE FIGURED!

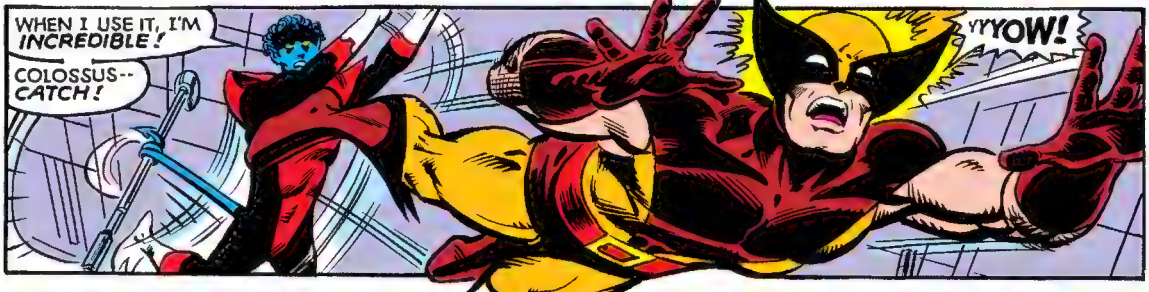
WE GOT TROUBLE, ELF! THE INTERNAL VIBRATIONS GENERATED BY THE POWER BEAM ARE SHAKIN' THE ENTIRE STRUCTURE LIKE A RUNAWAY MIXMASTER.
HOW DO YOU PROPOSE WE GET OFF THIS MOTHER?!
WITH ALL DELIBERATE--


--WOLVERINE!
CRIPES! ONE'A THE FLAMIN' BEAMS SNAPPED AHEAD O' SCHEDULE!
I'M FALLIN'!

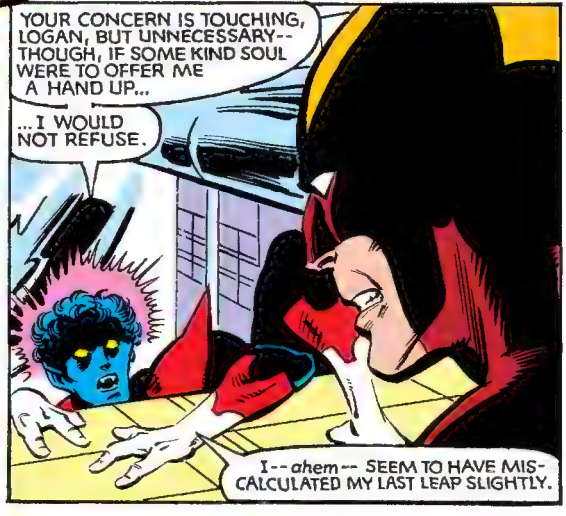

RELAX YOUR BODY, WOLVERINE-- GO LIMP!
HUH?! WHAT'RE YA DOIN'?!

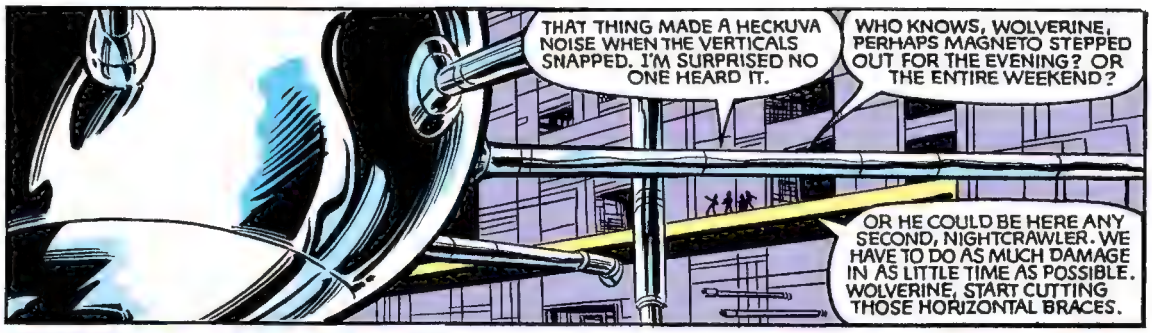
WHAT COMES NATURALLY, OF COURSE.
YOU'RE CRAZY! YOU CAN'T TELEPORT US OUTTA HERE! HOW'RE YOU GONNA SAVE YOURSELF, MUCH LESS ME?!

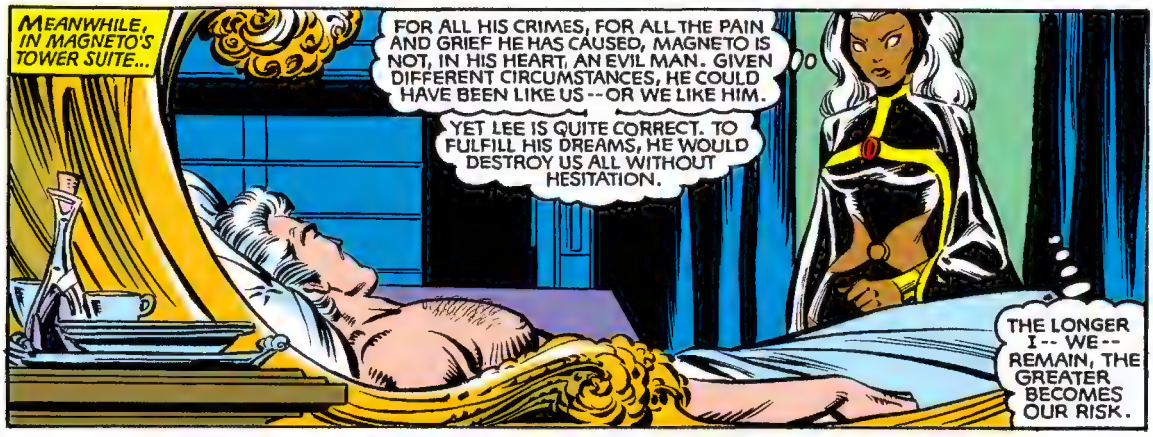

THAP!
HOW QUICKLY SOME FORGET.
I WAS A SUPERB TRAPEZE ARTIST WITHOUT USING MY TAIL.


WHEN I USE IT, I'M INCREDIBLE!
COLOSSUS-- CATCH!
YYYOW!

DO NOT FEAR, TOVARISCH. I HAVE YOU.
FINE. YOU GOT ME. CYKE'S GOT YOU. WHO'S GOT KURT?!


YOUR CONCERN IS TOUCHING, LOGAN, BUT UNNECESSARY-- THOUGH, IF SOME KIND SOUL WERE TO OFFER ME A HAND UP...
...I WOULD NOT REFUSE.
I--ahem-- SEEM TO HAVE MISCALCULATED MY LAST LEAP SLIGHTLY.

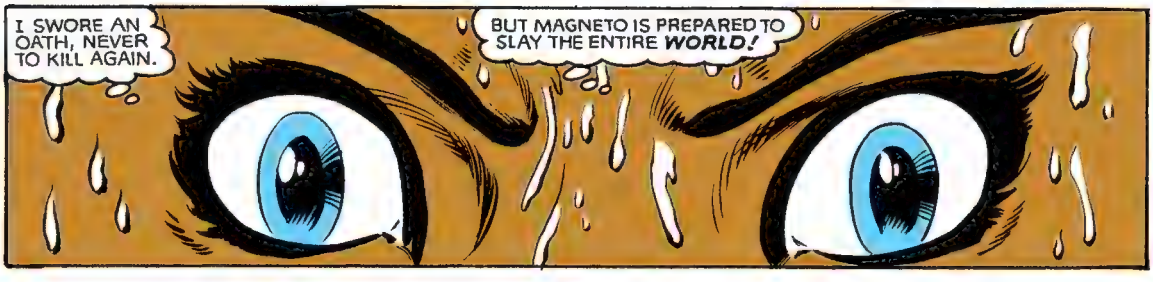

THAT THING MADE A HECKUVA NOISE WHEN THE VERTICALS SNAPPED. I'M SURPRISED NO ONE HEARD IT.
WHO KNOWS, WOLVERINE, PERHAPS MAGNETO STEPPED OUT FOR THE EVENING? OR THE ENTIRE WEEKEND?
OR HE COULD BE HERE ANY SECOND, NIGHTCRAWLER. WE HAVE TO DO AS MUCH DAMAGE IN AS LITTLE TIME AS POSSIBLE. WOLVERINE, START CUTTING THOSE HORIZONTAL BRACES.


MEANWHILE, IN MAGNETO'S TOWER SUITE...
FOR ALL HIS CRIMES, FOR ALL THE PAIN AND GRIEF HE HAS CAUSED, MAGNETO IS NOT, IN HIS HEART, AN EVIL MAN. GIVEN DIFFERENT CIRCUMSTANCES, HE COULD HAVE BEEN LIKE US--OR WE LIKE HIM.
YET LEE IS QUITE CORRECT. TO FULFILL HIS DREAMS, HE WOULD DESTROY US ALL WITHOUT HESITATION.
THE LONGER I-- WE-- REMAIN, THE GREATER BECOMES OUR RISK.

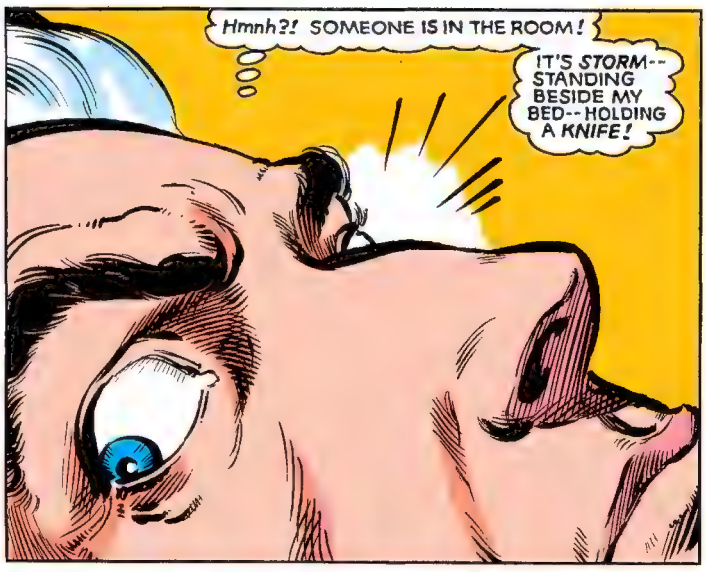
ON THAT PLATE-- A KNIFE.
WITH IT, I CAN END THE RISK, AND THE THREAT-- FOREVER.

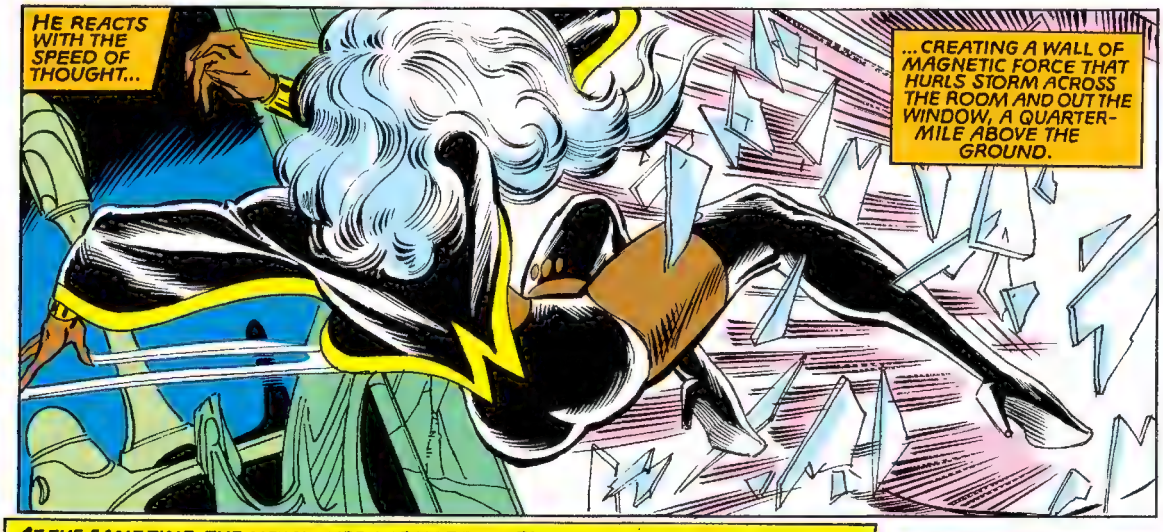
IT IS A SHARP KNIFE.
IT COULD EASILY CUT HIS THROAT.

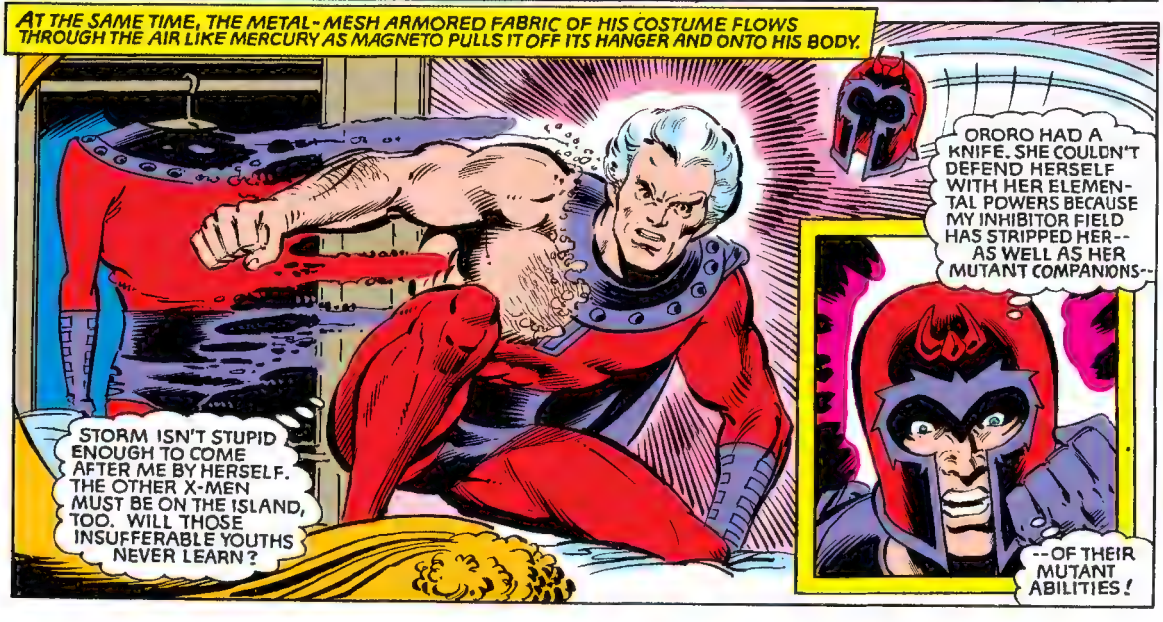
I KNOW HOW. I'VE DONE IT BEFORE.
ONCE. AS A CHILD. TO SAVE MY LIFE.
I DID IT THEN, WHY NOT NOW?

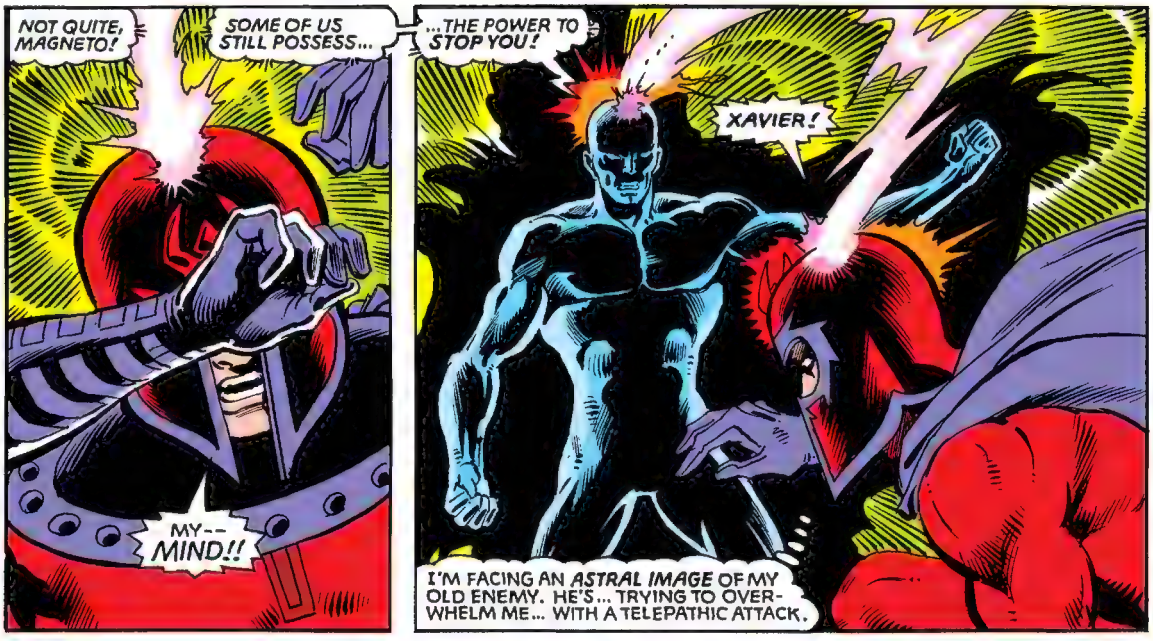

I SWORE AN OATH, NEVER TO KILL AGAIN.
BUT MAGNETO IS PREPARED TO SLAY THE ENTIRE WORLD!

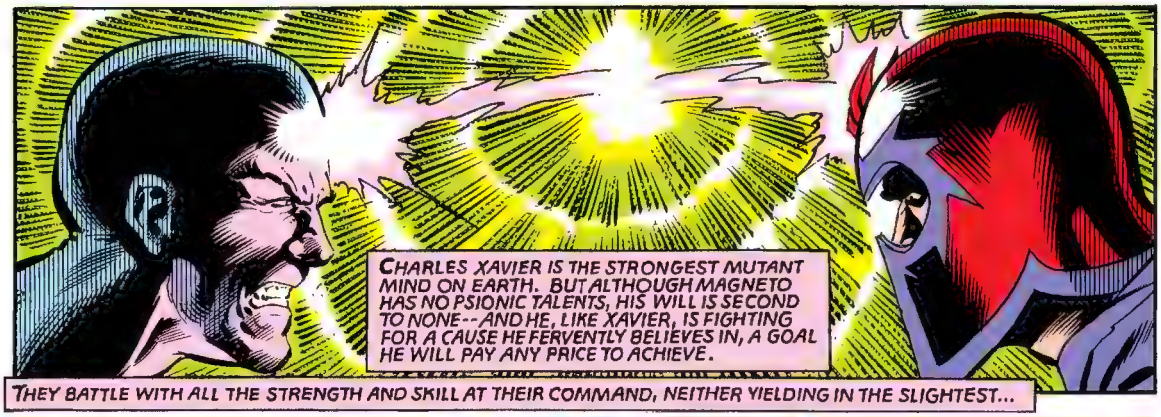
ACCORDING TO LEE, HE HAS ALREADY SLAIN. I MUST ACT. I MUST STRIKE!
GODDESS FORGIVE ME, I...
... CANNOT.


Hmnh?! SOMEONE IS IN THE ROOM!
IT'S STORM-- STANDING BESIDE MY BED--HOLDING A KNIFE!

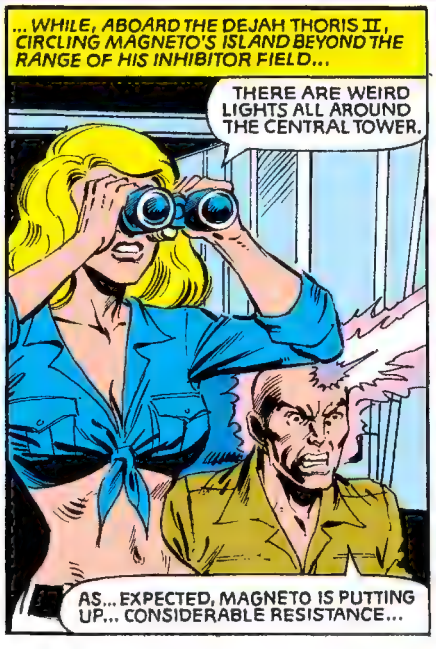

HE REACTS WITH THE SPEED OF THOUGHT...
...CREATING A WALL OF MAGNETIC FORCE THAT HURLS STORM ACROSS THE ROOM AND OUT THE WINDOW, A QUARTER-MILE ABOVE THE GROUND.

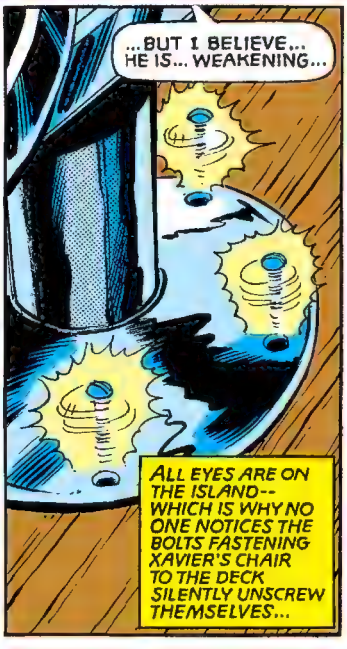

AT THE SAME TIME, THE METAL-MESH ARMORED FABRIC OF HIS COSTUME FLOWS THROUGH THE AIR LIKE MERCURY AS MAGNETO PULLS IT OFF ITS HANGER AND ONTO HIS BODY.
STORM ISN'T STUPID ENOUGH TO COME AFTER ME BY HERSELF. THE OTHER X-MEN MUST BE ON THE ISLAND, TOO. WILL THOSE INSUFFERABLE YOUTHS NEVER LEARN?
ORORO HAD A KNIFE. SHE COULDN'T DEFEND HERSELF WITH HER ELEMENTAL POWERS BECAUSE MY INHIBITOR FIELD HAS STRIPPED HER-- AS WELL AS HER MUTANT COMPANIONS--
--OF THEIR MUTANT ABILITIES!

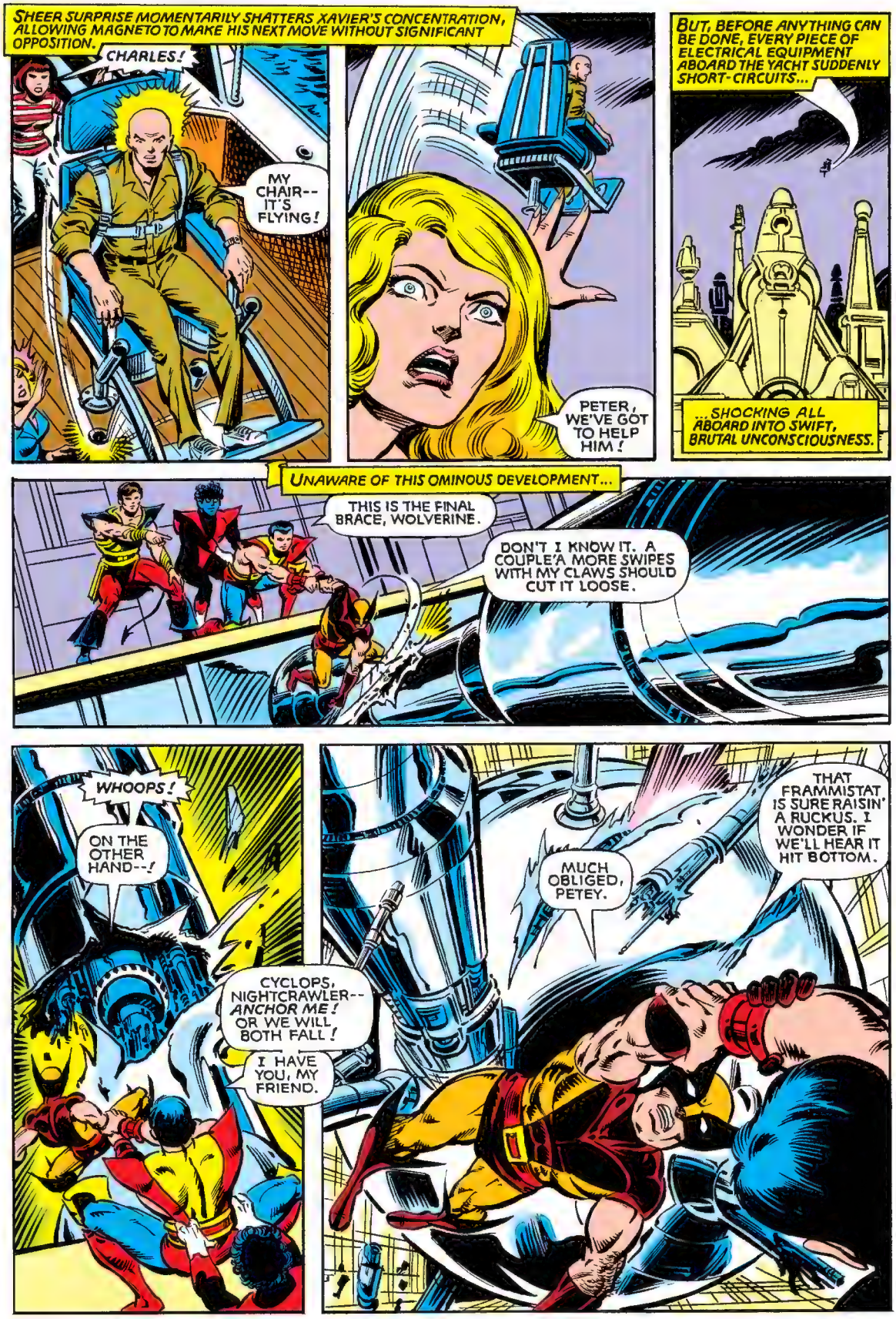


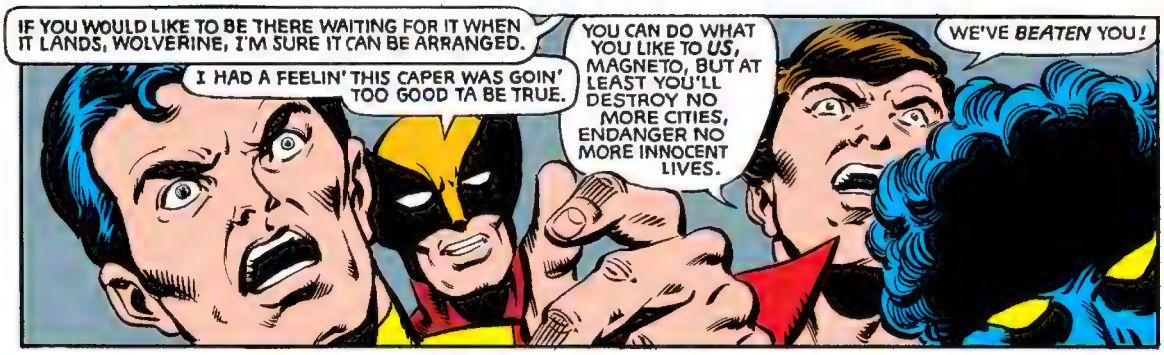


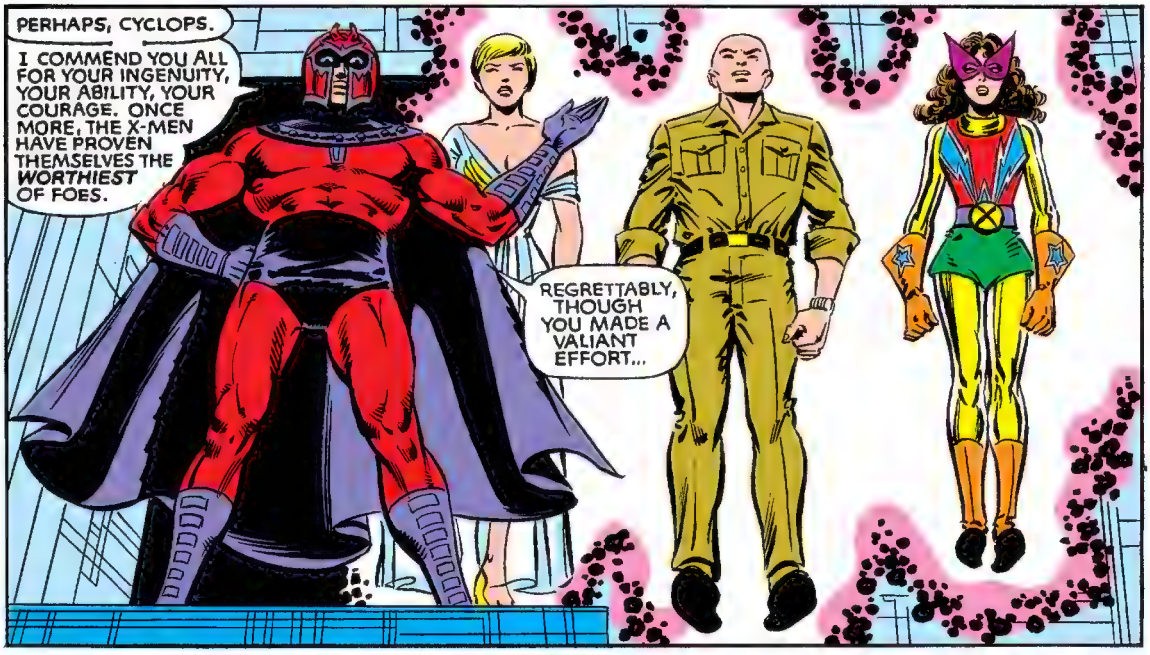
THEY BATTLE WITH ALL THE STRENGTH AND SKILL AT THEIR COMMAND, NEITHER YIELDING IN THE SLIGHTEST...





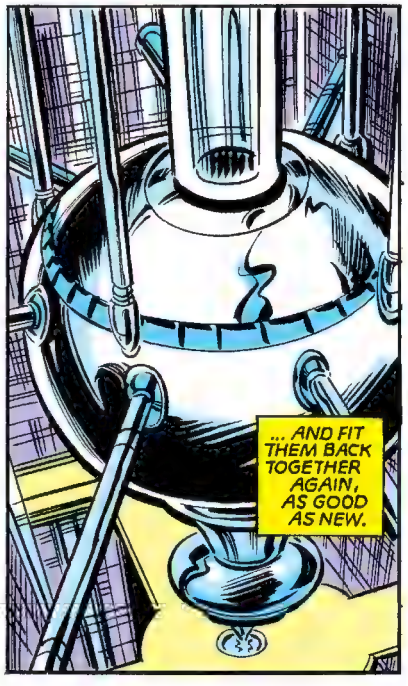

SHEER SURPRISE MOMENTARILY SHATTERS XAVIER'S CONCENTRATION, ALLOWING MAGNETO TO MAKE HIS NEXT MOVE WITHOUT SIGNIFICANT OPPOSITION.
CHARLES!
MY CHAIR-- IT'S FLYING!
PETER, WE'VE GOT TO HELP HIM!
BUT, BEFORE ANYTHING CAN BE DONE, EVERY PIECE OF ELECTRICAL EQUIPMENT ABOARD THE YACHT SUDDENLY SHORT-CIRCUITS...
...SHOCKING ALL ABOARD INTO SWIFT, BRUTAL UNCONSCIOUSNESS.
UNAWARE OF THIS OMINOUS DEVELOPMENT...
THIS IS THE FINAL BRACE, WOLVERINE.
DON'T I KNOW IT. A COUPLE'A MORE SWIPES WITH MY CLAWS SHOULD CUT IT LOOSE.
WHOOPS!
ON THE OTHER HAND--!
CYCLOPS, NIGHTCRAWLER-- ANCHOR ME! OR WE WILL BOTH FALL!
I HAVE YOU, MY FRIEND.
MUCH OBLIGED, PETEY.
THAT FRAMMISTAT IS SURE RAISIN' A RUCKUS. I WONDER IF WE'LL HEAR IT HIT BOTTOM.


IF YOU WOULD LIKE TO BE THERE WAITING FOR IT WHEN IT LANDS, WOLVERINE, I'M SURE IT CAN BE ARRANGED.
I HAD A FEELIN' THIS CAPER WAS GOIN' TOO GOOD TA BE TRUE.
YOU CAN DO WHAT YOU LIKE TO US, MAGNETO, BUT AT LEAST YOU'LL DESTROY NO MORE CITIES, ENDANGER NO MORE INNOCENT LIVES.
WE'VE BEATEN YOU!

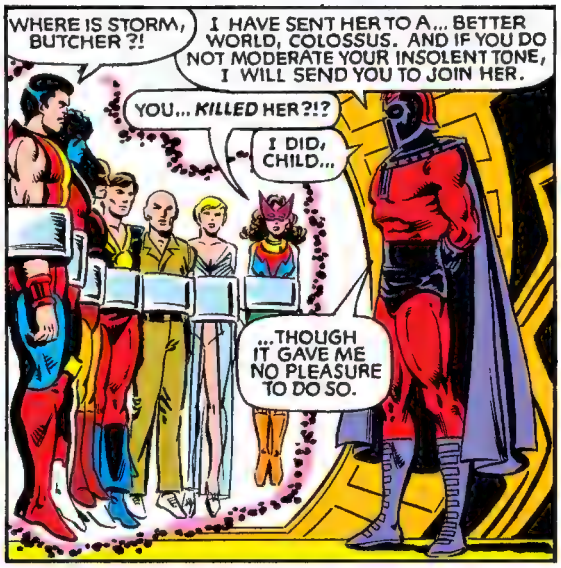

PERHAPS, CYCLOPS.
I COMMEND YOU ALL FOR YOUR INGENUITY, YOUR ABILITY, YOUR COURAGE. ONCE MORE, THE X-MEN HAVE PROVEN THEMSELVES THE WORTHIEST OF FOES.
REGRETTABLY, THOUGH YOU MADE A VALIANT EFFORT...

...IT WAS A WASTED ONE.
BEHOLD!
ENERGY FLARES STAR-BRIGHT AROUND THE MASTER OF MAGNETISM...

...STREAMERS OF FORCE REACHING DOWN THE PIT TO GATHER UP ALL THE PIECES OF MAGNETO'S INFERNAL MACHINE...

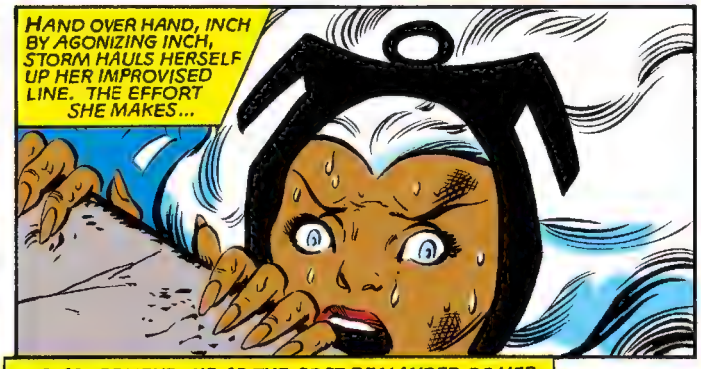

... AND FIT THEM BACK TOGETHER AGAIN, AS GOOD AS NEW.

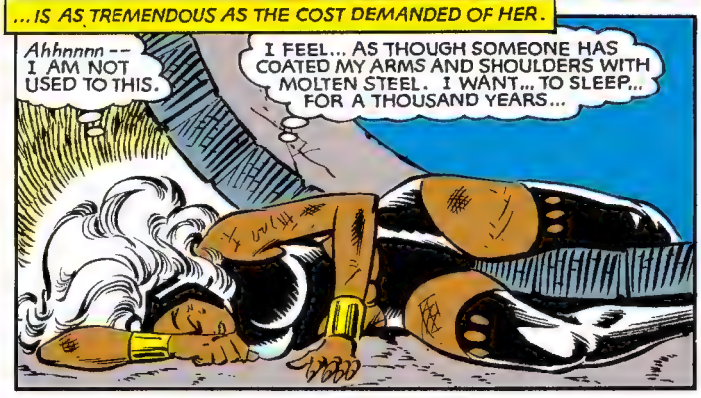
AND TO FORESTALL ANY THOUGHTS OF ESCAPE...
THE METAL WALLS-- IMPRISONING US!
THERE IS A WAY TO DEFEAT ME, CYCLOPS-- BUT SMASHING THIS MECHANISM IS NOT IT.

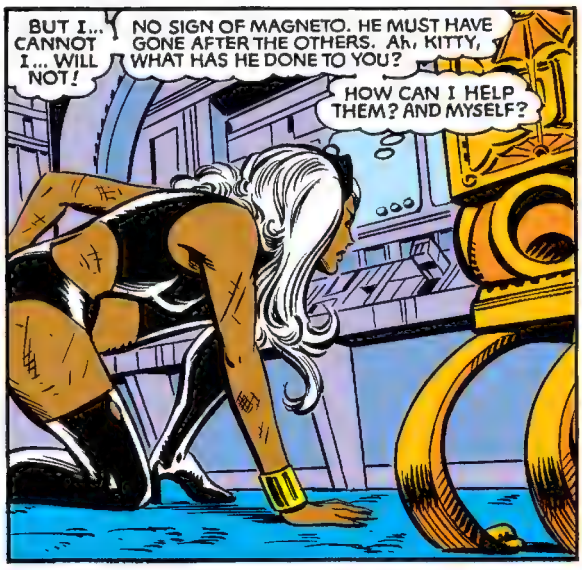

WHERE IS STORM, BUTCHER ?!
I HAVE SENT HER TO A... BETTER WORLD, COLOSSUS. AND IF YOU DO NOT MODERATE YOUR INSOLENT TONE, I WILL SEND YOU TO JOIN HER.
YOU... KILLED HER?!?
I DID, CHILD...
...THOUGH IT GAVE ME NO PLEASURE TO DO SO.

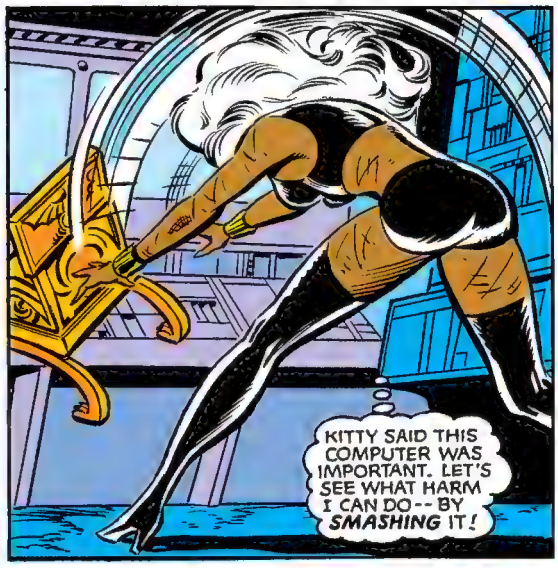
AT THAT MOMENT, HOWEVER, HIGH ABOVE THE ISLAND, THE X-MEN'S LEADER SLOWLY OPENS HER EYES AND SMILES.
AS I WAS THROWN OUT INTO SPACE...
...I MANAGED TO TWIST MY BODY IN MID-AIR AND SNAG THIS PROJECTION WITH MY CAPE. THE SHOCK WRENCHED MY BACK-- KNOCKED ME UNCONSCIOUS.
BUT I STOPPED MY FALL.

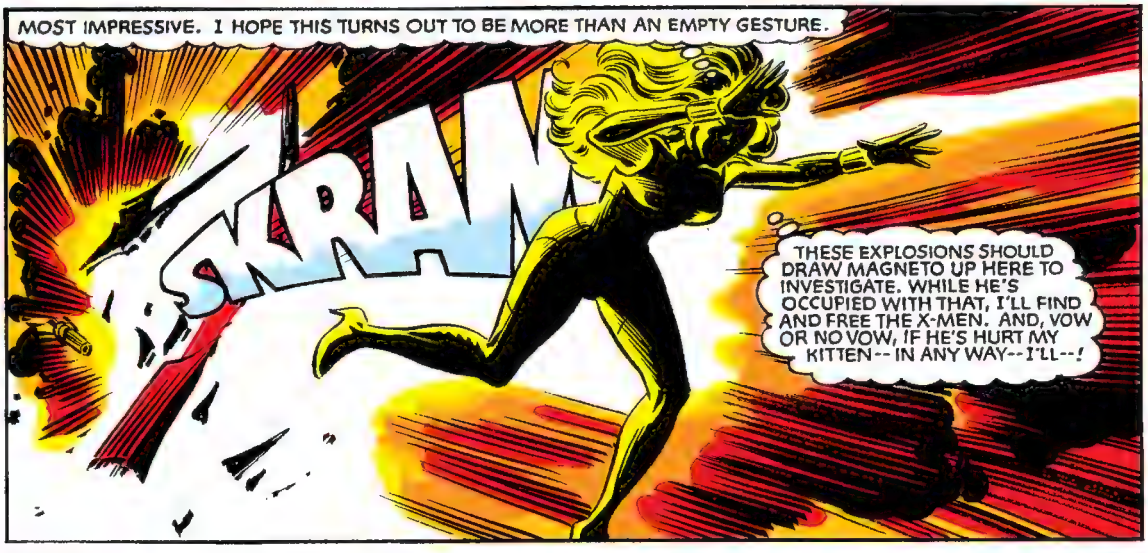
I HAVE TO CLIMB MY CLOAK TO THE PROJECTION, THEN UP THE WALL TO MAGNETO'S WINDOW.
IT WON'T BE EASY, AND NOW THAT MY CAPE'S UNFASTENED, I DAREN'T SLIP.


HAND OVER HAND, INCH BY AGONIZING INCH, STORM HAULS HERSELF UP HER IMPROVISED LINE. THE EFFORT SHE MAKES...


...IS AS TREMENDOUS AS THE COST DEMANDED OF HER.
Ahhnnnn-- I AM NOT USED TO THIS.
I FEEL... AS THOUGH SOMEONE HAS COATED MY ARMS AND SHOULDERS WITH MOLTEN STEEL. I WANT... TO SLEEP... FOR A THOUSAND YEARS...

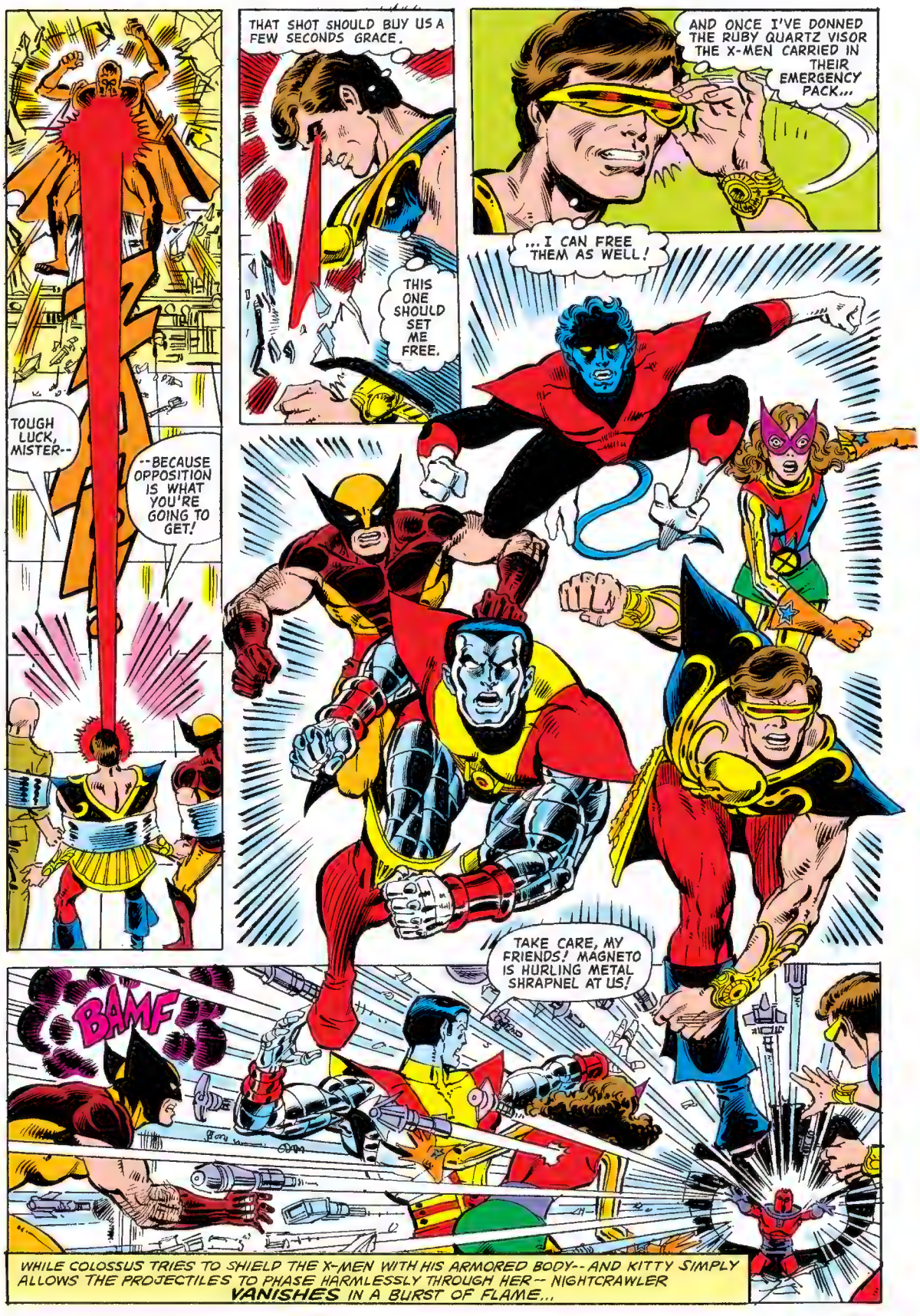

BUT I... CANNOT I... WILL NOT!
NO SIGN OF MAGNETO. HE MUST HAVE GONE AFTER THE OTHERS. Ah, KITTY, WHAT HAS HE DONE TO YOU?
HOW CAN I HELP THEM? AND MYSELF?

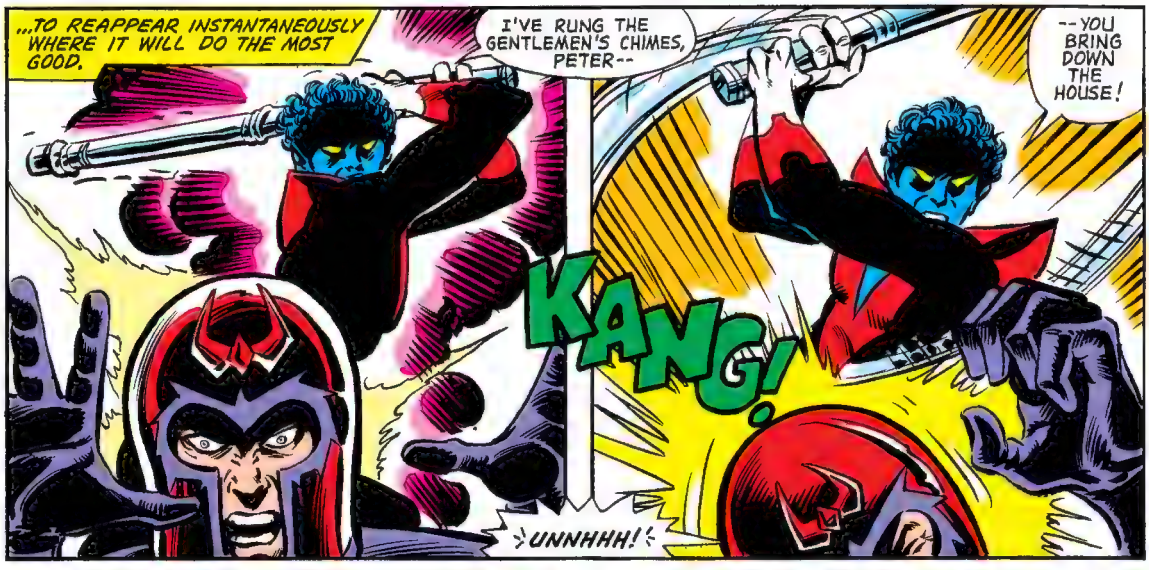

KITTY SAID THIS COMPUTER WAS IMPORTANT. LET'S SEE WHAT HARM I CAN DO -- BY SMASHING IT!

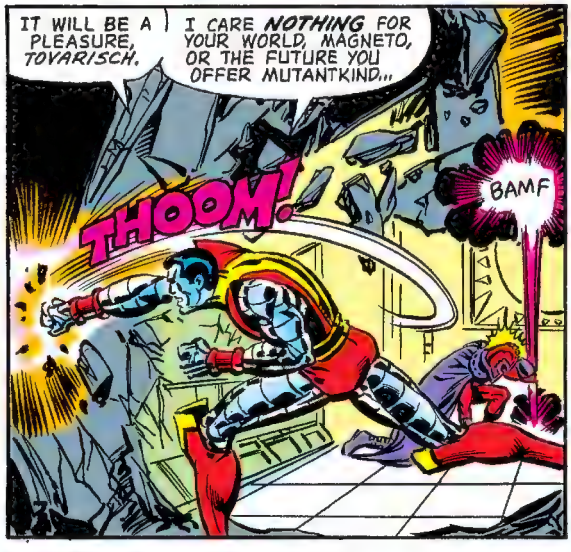

MOST IMPRESSIVE. I HOPE THIS TURNS OUT TO BE MORE THAN AN EMPTY GESTURE.
SKRAW
THESE EXPLOSIONS SHOULD DRAW MAGNETO UP HERE TO INVESTIGATE. WHILE HE'S OCCUPIED WITH THAT, I'LL FIND AND FREE THE X-MEN. AND, VOW OR NO VOW, IF HE'S HURT MY KITTEN -- IN ANY WAY -- I'LL --!

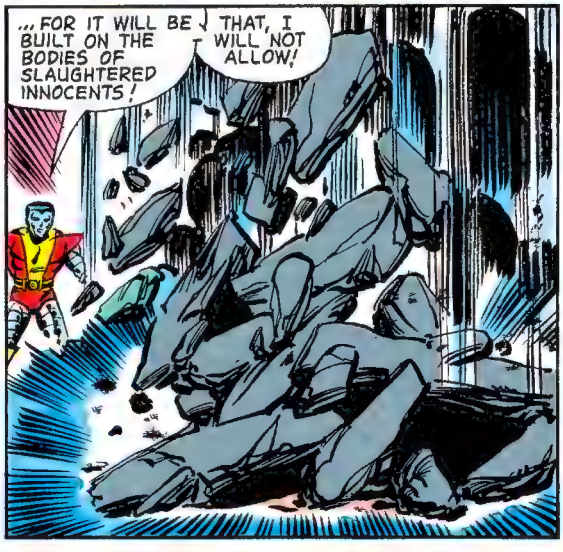
AHHGH! MY EYES! I'VE FELT THIS SENSATION -- MY BRAIN ON FIRE, FEELING LIKE IT'S BEING TWISTED INSIDE-OUT -- BEFORE, AFTER MY ESCAPE FROM KRAKOA, IN THE SECONDS RIGHT BEFORE MY OPTIC BLASTS WERE RESTORED.*
MY POWER MUST BE COMING BACK!
*GIANT-SIZE X-MEN #1 -- LOUISE.

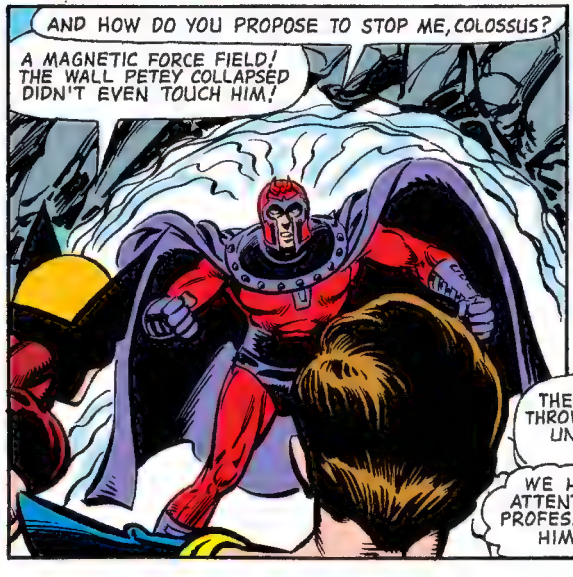
MAGNETO HASN'T REALIZED IT YET. OUTSIDE OF PROFESSOR X, I DON'T THINK ANYONE ELSE HAS, EITHER. I'LL HAVE ONE FREE SHOT AT MAGNETO. I CAN'T WASTE IT.
I LIKE YOUR ATTITUDE, MAGNETO -- KILL STORM, KILL US ALL! I SUPPOSE IT'S A CASE OF DESTROYING MUTANT-KIND IN ORDER TO SAVE IT.
I NO LONGER BEAR THE X-MEN ANY ILL WILL, CYCLOPS, BUT I WILL BROOK NO OPPOSITION.


TOUGH LUCK, MISTER--
--BECAUSE OPPOSITION IS WHAT YOU'RE GOING TO GET!
THAT SHOT SHOULD BUY US A FEW SECONDS GRACE.
THIS ONE SHOULD SET ME FREE.
AND ONCE I'VE DONNED THE RUBY QUARTZ VISOR THE X-MEN CARRIED IN THEIR EMERGENCY PACK...
...I CAN FREE THEM AS WELL!
TAKE CARE, MY FRIENDS! MAGNETO IS HURLING METAL SHRAPNEL AT US!
BAMF
WHILE COLOSSUS TRIES TO SHIELD THE X-MEN WITH HIS ARMORED BODY--AND KITTY SIMPLY ALLOWS THE PROJECTILES TO PHASE HARMLESSLY THROUGH HER-- NIGHTCRAWLER VANISHES IN A BURST OF FLAME...


...TO REAPPEAR INSTANTANEOUSLY WHERE IT WILL DO THE MOST GOOD.
I'VE RUNG THE GENTLEMEN'S CHIMES, PETER--
--YOU BRING DOWN THE HOUSE!
KANG!
UNNHHH!


IT WILL BE A PLEASURE, TOVARISCH.
I CARE NOTHING FOR YOUR WORLD, MAGNETO, OR THE FUTURE YOU OFFER MUTANTKIND...
THOOM!
BAMF

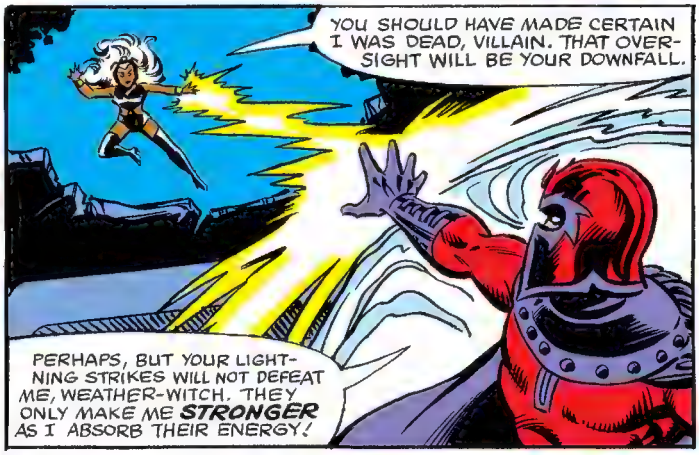

...FOR IT WILL BE BUILT ON THE BODIES OF SLAUGHTERED INNOCENTS!
THAT, I WILL NOT ALLOW!


AND HOW DO YOU PROPOSE TO STOP ME, COLOSSUS?
A MAGNETIC FORCE FIELD! THE WALL PETEY COLLAPSED DIDN'T EVEN TOUCH HIM!

THEN WE'LL KEEP THROWING THINGS AT HIM UNTIL SOMETHING FINALLY DOES!
WE HAVE TO KEEP MAGNETO'S ATTENTION FOCUSED ON US, TO GIVE PROFESSOR XAVIER A CHANCE TO DECK HIM WITH A PSIONIC BOLT.

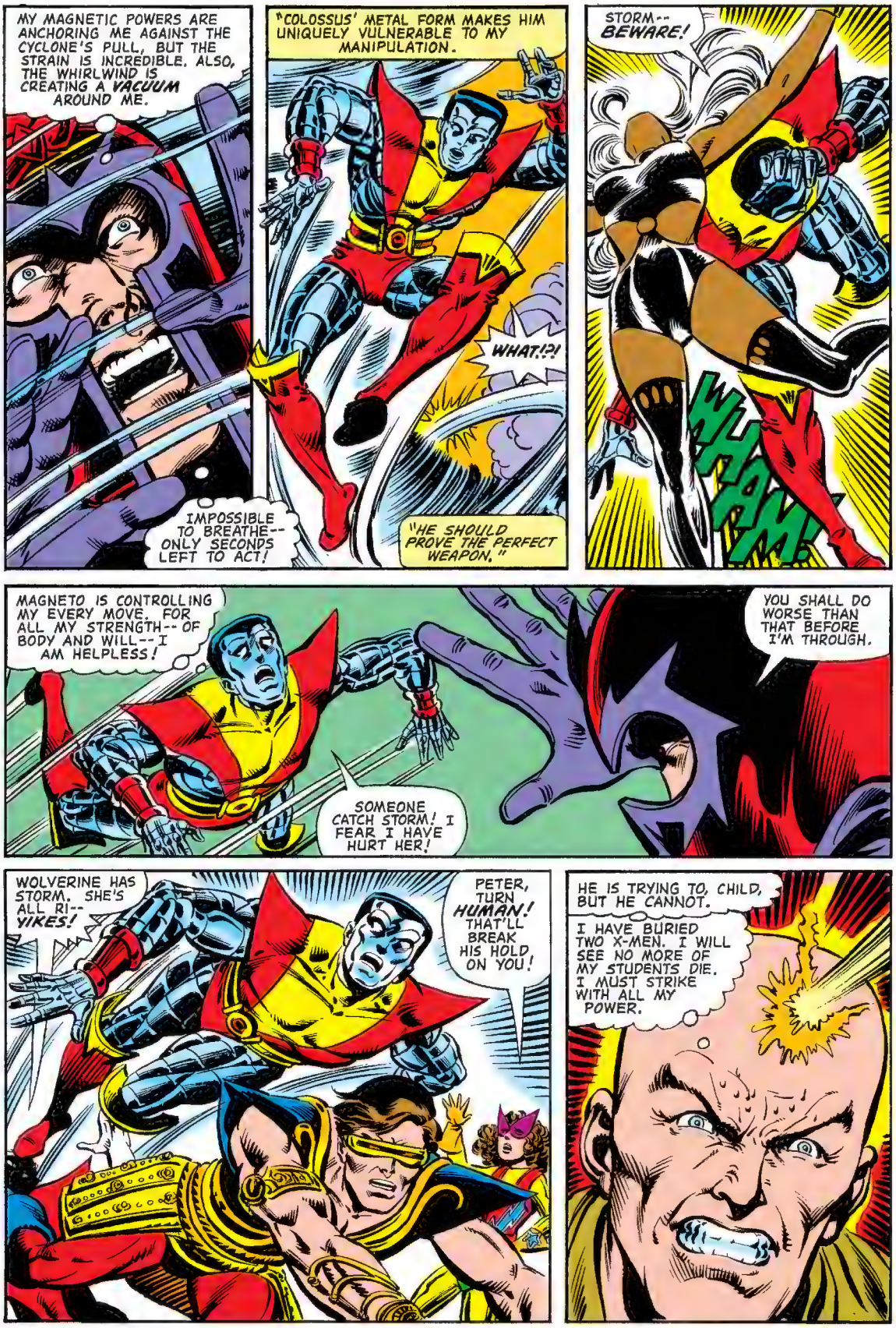
MAGNETO'S DEFENDING HIMSELF...
...BUT NOT STRIKING BACK. NIGHTCRAWLER'S ATTACK MUST HAVE SHAKEN HIM UP.
I WONDER IF KURT CAN TELEPORT INTO THAT FORCE FIELD?

SUDDENLY...
MAGNETO!!
THOSE LIGHTNING BOLTS-- THAT VOICE--MY FRIENDS...
...IT IS STORM!

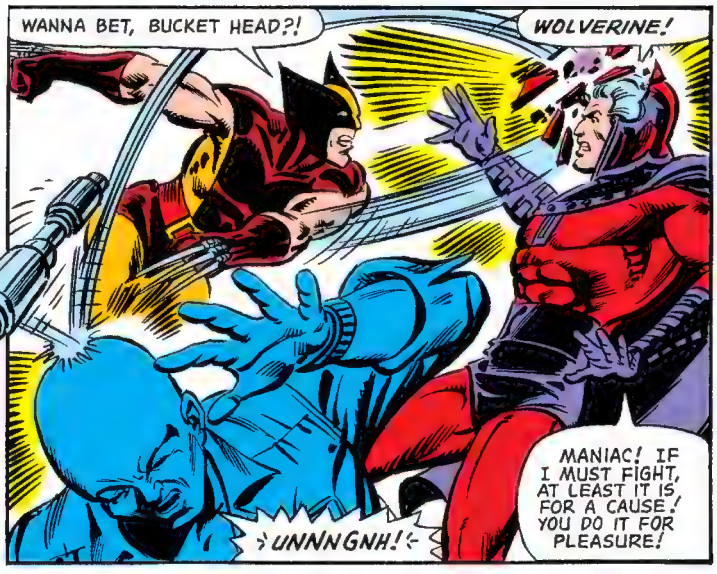

YOU SHOULD HAVE MADE CERTAIN I WAS DEAD, VILLAIN. THAT OVERSIGHT WILL BE YOUR DOWNFALL.
PERHAPS, BUT YOUR LIGHTNING STRIKES WILL NOT DEFEAT ME, WEATHER-WITCH. THEY ONLY MAKE ME STRONGER AS I ABSORB THEIR ENERGY!

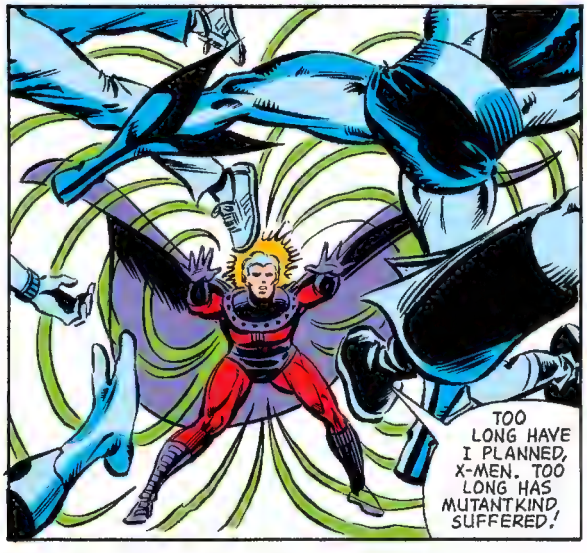
THEY ARE NOT THE ONLY WEAPONS AT MY DISPOSAL.
AND THEY ARE FAR FROM THE MOST POWERFUL.

A TORNADO!


MY MAGNETIC POWERS ARE ANCHORING ME AGAINST THE CYCLONE'S PULL, BUT THE STRAIN IS INCREDIBLE. ALSO, THE WHIRLWIND IS CREATING A VACUUM AROUND ME.
IMPOSSIBLE TO BREATHE-- ONLY SECONDS LEFT TO ACT!
"COLOSSUS' METAL FORM MAKES HIM UNIQUELY VULNERABLE TO MY MANIPULATION.
WHAT!?!
"HE SHOULD PROVE THE PERFECT WEAPON."
STORM-- BEWARE!
WHAM!
MAGNETO IS CONTROLLING MY EVERY MOVE. FOR ALL MY STRENGTH-- OF BODY AND WILL--I AM HELPLESS!
SOMEONE CATCH STORM! I FEAR I HAVE HURT HER!
YOU SHALL DO WORSE THAN THAT BEFORE I'M THROUGH.
WOLVERINE HAS STORM. SHE'S ALL RI-- YIKES!
PETER, TURN HUMAN! THAT'LL BREAK HIS HOLD ON YOU!
HE IS TRYING TO, CHILD, BUT HE CANNOT.
I HAVE BURIED TWO X-MEN. I WILL SEE NO MORE OF MY STUDENTS DIE. I MUST STRIKE WITH ALL MY POWER.

AHHRRR!!
XAVIER--STRIKING WITH A PSI-BOLT! HE IS MY DEADLIEST FOE.
ONCE HE IS DEALT WITH, DEFEATING HIS STUDENTS WILL BE CHILD'S PLAY.


WANNA BET, BUCKET HEAD?!
WOLVERINE!
UNNNGNH!
MANIAC! IF I MUST FIGHT, AT LEAST IT IS FOR A CAUSE! YOU DO IT FOR PLEASURE!

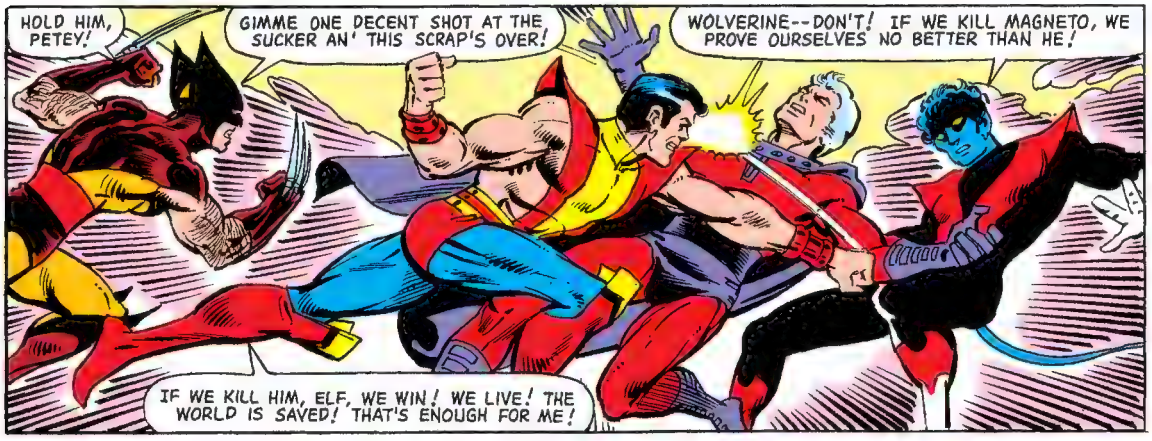

TOO LONG HAVE I PLANNED, X-MEN. TOO LONG HAS MUTANTKIND SUFFERED!

THIS TIME, MY VICTORY WILL NOT BE DENIED!
IT WILL, MAGNETO--BECAUSE IT MUST BE!
IF WE ARE HATED AND FEARED, IT IS IN LARGE PART BECAUSE OF YOU!

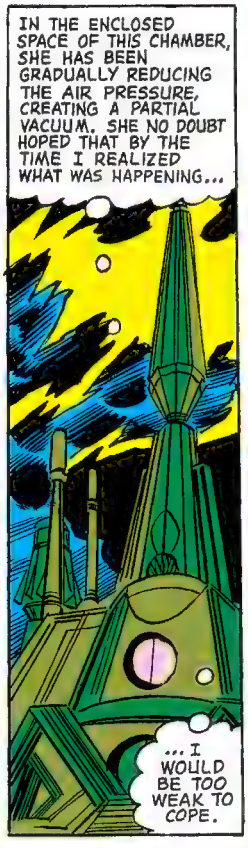
THINGS ARE GETTING GRIM. WIN OR LOSE, THIS BATTLE MAY COST SOME OF US OUR LIVES. I WISH THERE WAS A WAY OF GETTING KITTY OUT OF HERE. SHE'S A CHILD. SHE SHOULDN'T HAVE TO FACE SUCH A RISK.
AND YET, CONSIDERING THE ODDS, CONSIDERING WHAT'S AT STAKE, I HAVE NO CHOICE BUT TO USE HER.

MAGNETO HAS TO ALIGN HIS ENERGY PROJECTOR WITH INCREDIBLE PRECISION. THAT REQUIRES ABSOLUTELY ACCURATE COMPUTATIONS.
HIS COMPUTERS ARE THE KEY, SPRITE. FIND THEM, DESTROY THEM...

...AND HE'S OUT OF BUSINESS. CAN YOU DO IT?
I'M AN X-MAN, AREN'T I?
WITH A LAST LOOK TOWARDS STORM, KITTY PHASES THROUGH A WALL AND BEGINS HER SEARCH.

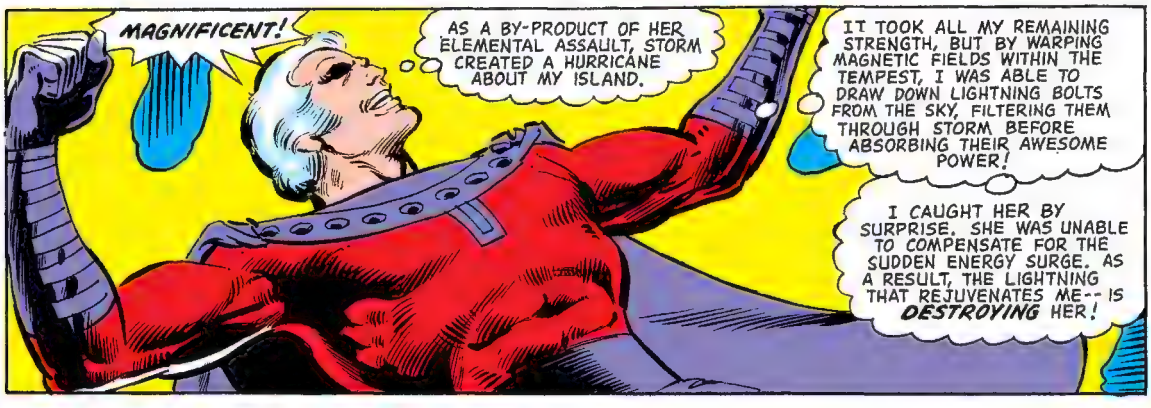

HOLD HIM, PETEY!
GIMME ONE DECENT SHOT AT THE SUCKER AN' THIS SCRAP'S OVER!
WOLVERINE--DON'T! IF WE KILL MAGNETO, WE PROVE OURSELVES NO BETTER THAN HE!
IF WE KILL HIM, ELF, WE WIN! WE LIVE! THE WORLD IS SAVED! THAT'S ENOUGH FOR ME!

THEY STRIKE FROM ALL SIDES. I SEEM UNABLE...TO DEFEND MYSELF--BUT WHY?! MY HEART-- POUNDING! I CAN-NOT... GET A DECENT...BREATH --OF COURSE!
THE X-MEN'S DIRECT ATTACK ON ME IS A DIVERSION!
THE REAL THREAT COMES FROM STORM!


IN THE ENCLOSED SPACE OF THIS CHAMBER, SHE HAS BEEN GRADUALLY REDUCING THE AIR PRESSURE, CREATING A PARTIAL VACUUM. SHE NO DOUBT HOPED THAT BY THE TIME I REALIZED WHAT WAS HAPPENING...
...I WOULD BE TOO WEAK TO COPE.

SHE MAY BE... RIGHT.
SURRENDER, MAGNETO, WE HAVE NO WISH TO HARM YOU.
I... BELIEVE YOU, STORM.

BUT I WILL NEVER SURRENDER!


MAGNIFICENT!
AS A BY-PRODUCT OF HER ELEMENTAL ASSAULT, STORM CREATED A HURRICANE ABOUT MY ISLAND.
IT TOOK ALL MY REMAINING STRENGTH, BUT BY WARPING MAGNETIC FIELDS WITHIN THE TEMPEST, I WAS ABLE TO DRAW DOWN LIGHTNING BOLTS FROM THE SKY, FILTERING THEM THROUGH STORM BEFORE ABSORBING THEIR AWESOME POWER!
I CAUGHT HER BY SURPRISE. SHE WAS UNABLE TO COMPENSATE FOR THE SUDDEN ENERGY SURGE. AS A RESULT, THE LIGHTNING THAT REJUVENATES ME-- IS DESTROYING HER!

DESPITE HERSELF, STORM SCREAMS--WHILE, IN WHAT'S LEFT OF MAGNETO'S TOWER LAB...
WHEN ORORO WRECKS SOMETHING, SHE DOESN'T FOOL AROUND. WOW!
THESE ARE CONTROL SYSTEMS, THOUGH.
THEY CAN BE REPLACED WITH RELATIVE EASE.
CYCLOPS SAID THAT COMPUTERS ARE THE KEY TO MAGNETO'S OPERATION...
...AND THE KEY ELEMENT OF ANY COMPUTER IS ITS MEMORY BANK.
MY PHASING ABILITY DISRUPTS ELECTROMAGNETIC FIELDS. SO IF I PHASE THROUGH MAGNETO'S SYSTEM, I SHOULD SCRAMBLE ALL THE DATA HE HAS STORED HERE. THAT SHOULD MESS THINGS UP A BIT.
STORM IS FIGHTING ME!
DESPITE THE UNENDURABLE PAIN, SHE STILL TRIES TO WREST CONTROL OF THE LIGHTNING FROM ME NEVER HAVE I SEEN SUCH COURAGE!
COLOSSUS-- GET BETWEEN STORM AND MAGNETO! USE YOUR ARMORED FORM TO BREAK THE CIRCUIT!
Mein gott-- SHE'S BURNING!
THOUGH HE CAN TELEPORT SOLO WITH EASE, DOING IT WITH ANOTHER ENTAILS CONSIDERABLE RISK. AT BEST, THE SPACESHIFT WILL LEAVE BOTH HIM AND HIS PASSENGER TERRIBLY WEAK-- RAVAGED PHYSICALLY AND MENTALLY.
BAMF
AT WORST, IT WILL KILL.
YET, WITHOUT HESITATION, HE TELEPORTS STORM FROM THE CENTER OF THE ISLAND TO THE SEAFRONT.
STORM! ARE YOU--?!
I... LIVE, NIGHTCRAWLER-- THANKS TO YOU.
'TWAS NOTHING.
AS THE SAYING GOES: DAMSEL-SAVING ... IS MY SPECIALTY...

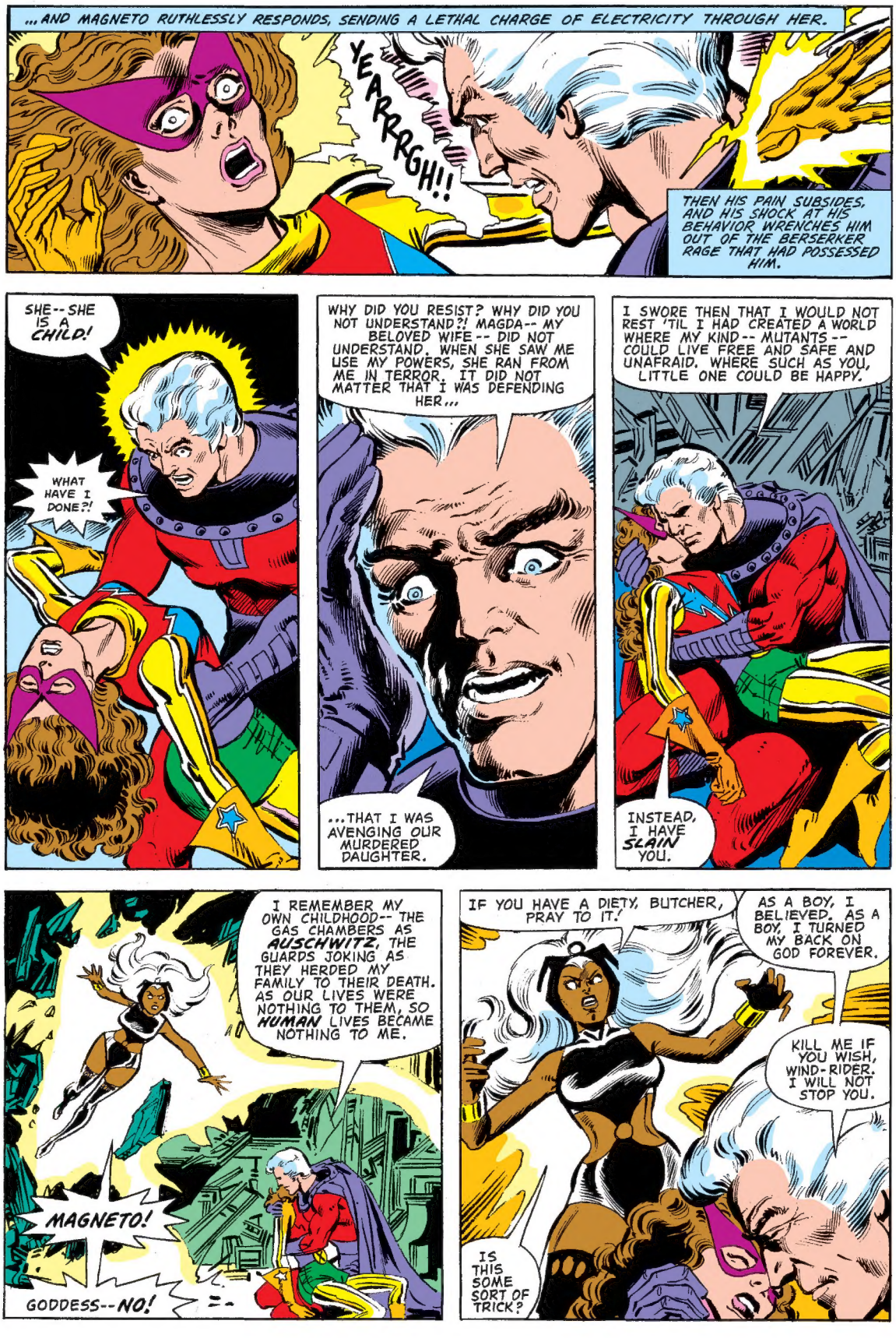
YOU ARE A FOOL, COLOSSUS, I CAN CRUSH YOUR STEEL BODY WITH A THOUGHT-- EH?!
I SENSE A DISRUPTION IN THE MATRIX PATTERNS OF MY LIBRARY COMPUTERS' MAGNETIC MEMORY CORES.
CURSE YOU, X-MEN! DO YOU HAVE ANY CONCEPTION OF WHAT YOU'RE DOING?!

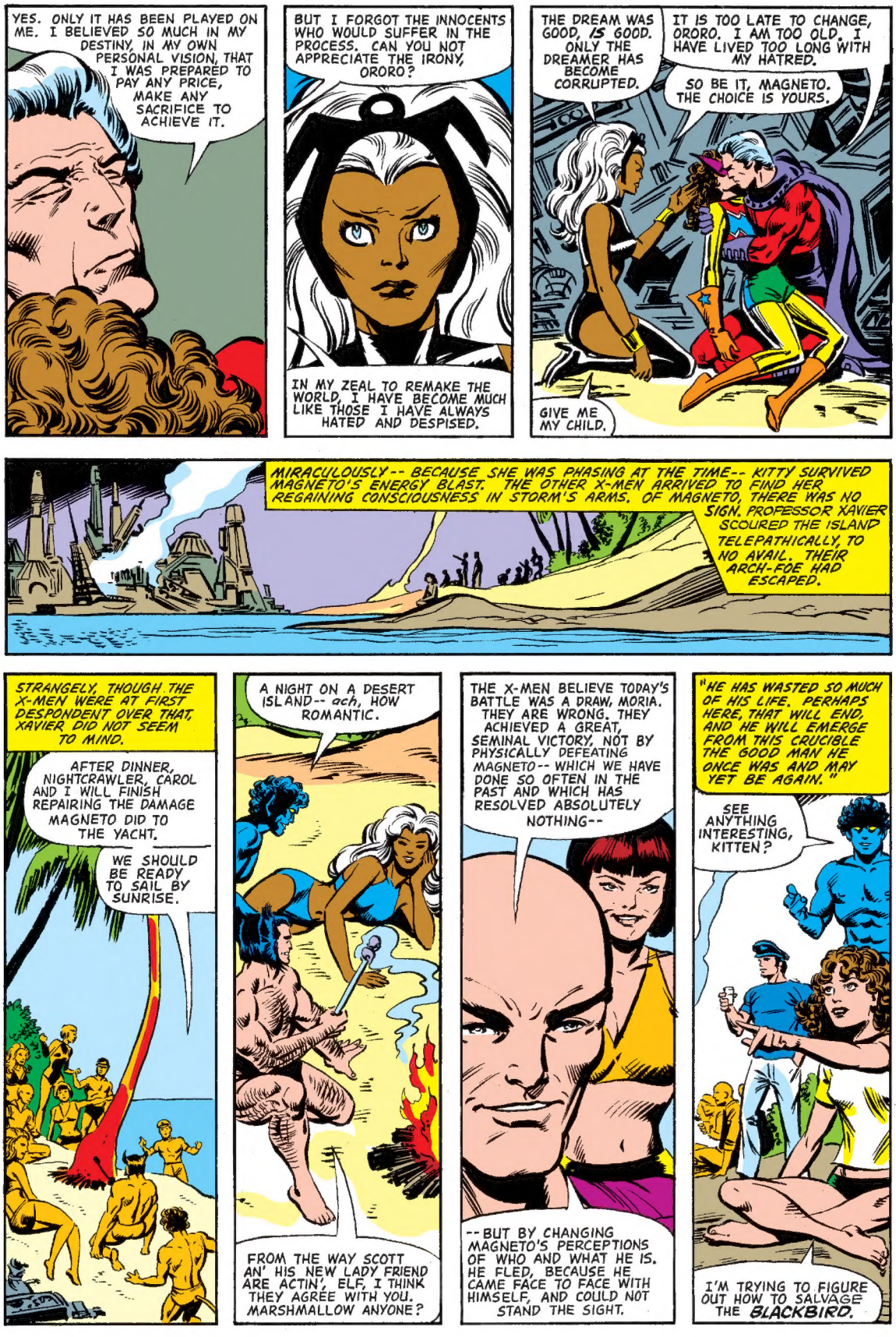
YOU ARE DESTROYING THE WORK OF A LIFETIME--
--DATA THAT CAN NEVER BE REPLACED!
CYKE, HE'S GOIN' AFTER KITTY! WE GOTTA WARN HER!

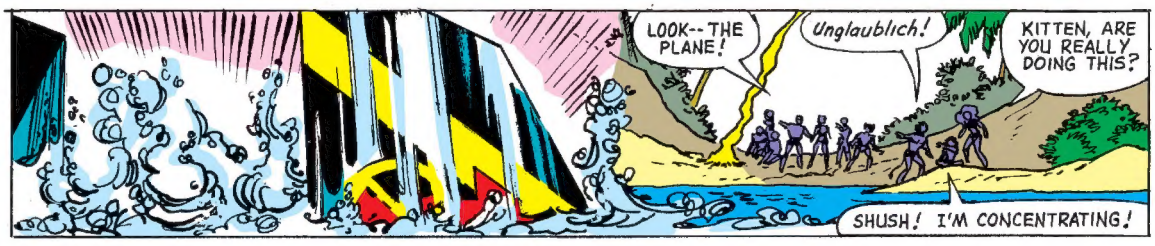
YOW!!
FOOM!
THE WALL'S EXPLODING!
SOMETHING TELLS ME I'VE OVERSTAYED MY WELCOME.

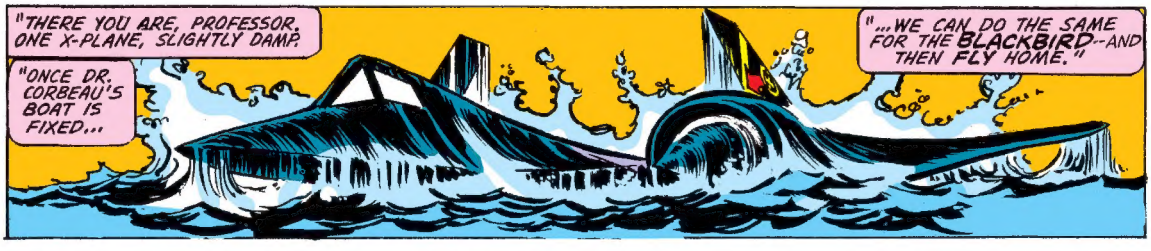
HOW DARE YOU!?!
ORORO-- HELP ME!
SHE CANNOT SAVE YOU. NO ONE CAN SAVE YOU!
EVERYWHERE I TURN-- EVERY MOVE I MAKE--

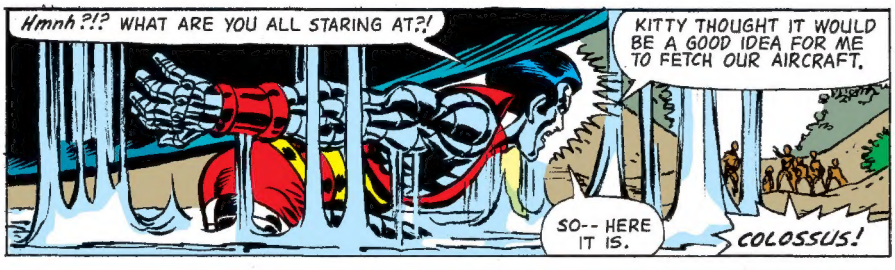
--YOU X-MEN ARE ALWAYS THERE TO OPPOSE ME!
HE'S CRAZY! HE MEANS TO KILL ME!
WAIT! MAGNETO'S NEVER SEEN ME USE MY POWER!
KITTY LUNGES FOWARD, PLANNING TO ESCAPE HARMLESSLY THROUGH HIM, BUT HER PHASING DISRUPTS MAGNETO'S NATURAL ELECTRONIC FIELD, JOLTING HIM PAINFULLY...

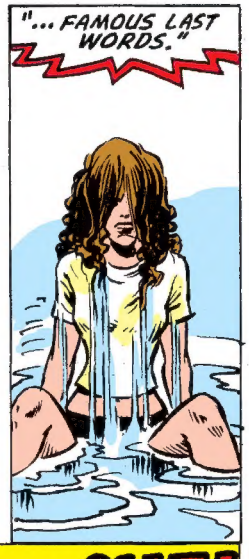

...AND MAGNETO RUTHLESSLY RESPONDS, SENDING A LETHAL CHARGE OF ELECTRICITY THROUGH HER.
YEARRRGH!!
THEN HIS PAIN SUBSIDES, AND HIS SHOCK AT HIS BEHAVIOR WRENCHES HIM OUT OF THE BERSERKER RAGE THAT HAD POSSESSED HIM.
SHE--SHE IS A CHILD!
WHAT HAVE I DONE?!
WHY DID YOU RESIST? WHY DID YOU NOT UNDERSTAND?! MAGDA-- MY BELOVED WIFE-- DID NOT UNDERSTAND. WHEN SHE SAW ME USE MY POWERS, SHE RAN FROM ME IN TERROR. IT DID NOT MATTER THAT I WAS DEFENDING HER...
...THAT I WAS AVENGING OUR MURDERED DAUGHTER.
I SWORE THEN THAT I WOULD NOT REST 'TIL I HAD CREATED A WORLD WHERE MY KIND-- MUTANTS-- COULD LIVE FREE AND SAFE AND UNAFRAID. WHERE SUCH AS YOU, LITTLE ONE COULD BE HAPPY.
INSTEAD, I HAVE SLAIN YOU.
I REMEMBER MY OWN CHILDHOOD-- THE GAS CHAMBERS AS AUSCHWITZ, THE GUARDS JOKING AS THEY HERDED MY FAMILY TO THEIR DEATH. AS OUR LIVES WERE NOTHING TO THEM, SO HUMAN LIVES BECAME NOTHING TO ME.
MAGNETO!
GODDESS--NO!
IF YOU HAVE A DIETY, BUTCHER, PRAY TO IT!
AS A BOY, I BELIEVED. AS A BOY, I TURNED MY BACK ON GOD FOREVER.
KILL ME IF YOU WISH, WIND-RIDER. I WILL NOT STOP YOU.
IS THIS SOME SORT OF TRICK?

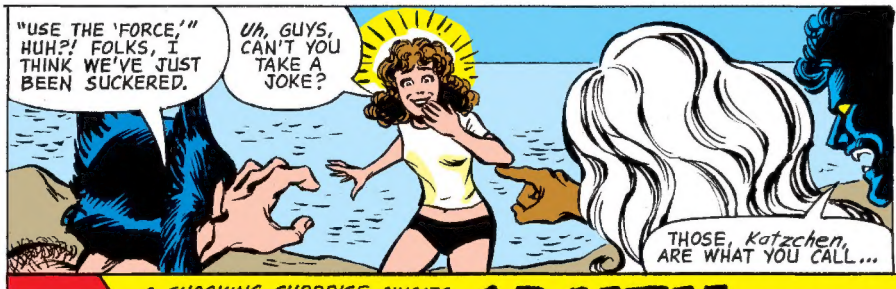

YES. ONLY IT HAS BEEN PLAYED ON ME. I BELIEVED SO MUCH IN MY DESTINY, IN MY OWN PERSONAL VISION, THAT I WAS PREPARED TO PAY ANY PRICE, MAKE ANY SACRIFICE TO ACHIEVE IT.
BUT I FORGOT THE INNOCENTS WHO WOULD SUFFER IN THE PROCESS. CAN YOU NOT APPRECIATE THE IRONY, ORORO?
IN MY ZEAL TO REMAKE THE WORLD, I HAVE BECOME MUCH LIKE THOSE I HAVE ALWAYS HATED AND DESPISED.
THE DREAM WAS GOOD, IS GOOD. ONLY THE DREAMER HAS BECOME CORRUPTED.
IT IS TOO LATE TO CHANGE, ORORO. I AM TOO OLD. I HAVE LIVED TOO LONG WITH MY HATRED.
SO BE IT, MAGNETO. THE CHOICE IS YOURS.
GIVE ME MY CHILD.
MIRACULOUSLY-- BECAUSE SHE WAS PHASING AT THE TIME-- KITTY SURVIVED MAGNETO'S ENERGY BLAST. THE OTHER X-MEN ARRIVED TO FIND HER REGAINING CONSCIOUSNESS IN STORM'S ARMS. OF MAGNETO, THERE WAS NO SIGN. PROFESSOR XAVIER SCOURED THE ISLAND TELEPATHICALLY, TO NO AVAIL. THEIR ARCH-FOE HAD ESCAPED.
STRANGELY, THOUGH THE X-MEN WERE AT FIRST DESPONDENT OVER THAT, XAVIER DID NOT SEEM TO MIND.
AFTER DINNER, NIGHTCRAWLER, CAROL AND I WILL FINISH REPAIRING THE DAMAGE MAGNETO DID TO THE YACHT.
WE SHOULD BE READY TO SAIL BY SUNRISE.
A NIGHT ON A DESERT ISLAND-- ach, HOW ROMANTIC.
FROM THE WAY SCOTT AN' HIS NEW LADY FRIEND ARE ACTIN', ELF, I THINK THEY AGREE WITH YOU. MARSHMALLOW ANYONE?
THE X-MEN BELIEVE TODAY'S BATTLE WAS A DRAW, MORIA. THEY ARE WRONG. THEY ACHIEVED A GREAT, SEMINAL VICTORY, NOT BY PHYSICALLY DEFEATING MAGNETO-- WHICH WE HAVE DONE SO OFTEN IN THE PAST AND WHICH HAS RESOLVED ABSOLUTELY NOTHING--
--BUT BY CHANGING MAGNETO'S PERCEPTIONS OF WHO AND WHAT HE IS. HE FLED, BECAUSE HE CAME FACE TO FACE WITH HIMSELF, AND COULD NOT STAND THE SIGHT.
"HE HAS WASTED SO MUCH OF HIS LIFE. PERHAPS HERE, THAT WILL END, AND HE WILL EMERGE FROM THIS CRUCIBLE THE GOOD MAN HE ONCE WAS AND MAY YET BE AGAIN."
SEE ANYTHING INTERESTING, KITTEN?
I'M TRYING TO FIGURE OUT HOW TO SALVAGE THE BLACKBIRD.











NEXT ISSUE: A SHOCKING SURPRISE AWAITS OUR HEROES BACK IN NEW YORK! BE HERE IN 30 DAYS AS GUEST PENCILER JIM SHERMAN HELPS PRESENT:

X-MEN MINUS ONE!

MINUTEMEN

Sy13nt
Bob